

To All Shareholders

Junji Ueda  
Chairman and Chief Executive Officer  
FamilyMart Co., Ltd.  
1-1, Higashi-Ikebukuro 3-chome,  
Toshima-ku, Tokyo, Japan

## **Notice of Convocation of the 32nd Ordinary General Meeting of Shareholders**

Dear Shareholder:

This is to inform you of the holding of the Ordinary General Meeting of Shareholders (“Meeting”) for the 32nd Term to be held as described below and to request your attendance at the Meeting.

**In the event that you are unable to attend the Meeting, please study the “Reference Document for the General Meeting of Shareholders” provided below, and you may exercise your voting rights either in writing or via the Internet, etc.**

### **Exercise of voting rights in writing**

Please indicate your approval or rejection of the respective agenda on the Voting Rights Exercise Form enclosed herewith, and return the same to be delivered no later than 6 p.m. on Wednesday, May 22, 2013.

### **Exercise of voting rights via electromagnetic method (the Internet, etc.)**

If you exercise your voting rights on the Web site (<http://www.web54.net>), please refer to the “Exercise of Voting Rights via the Internet” enclosed herewith and register your approval or rejection of the respective agenda by 6 p.m. on Wednesday, May 22, 2013.

1. Date & Time: 10 a.m., Thursday, May 23, 2013
2. Place of the Meeting: “Yukyu” Hall on the 2nd Floor, Hotel Metropolitan Edmont,  
10-8, Iidabashi 3-chome, Chiyoda-ku, Tokyo

### **3. Items to be dealt with:**

- Reports:
1. Report on the business report, consolidated financial statements for the 32nd fiscal year (from March 1, 2012, through February 28, 2013), and the Audit Results Reports of the Independent Auditors and the Board of Corporate Auditors for the consolidated financial statements
  2. Report on the financial statements for the 32nd fiscal year (from March 1, 2012, through February 28, 2013)

Matters to be resolved:

**Bill 1:** Partial Amendments to the Articles of Incorporation

**Bill 2:** Election of Ten Directors

**Bill 3:** Election of One Corporate Auditor

Notes:

1. When you attend the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk.
2. In case you exercised your voting rights in duplication both via the Internet, etc. and in writing, your votes exercised via the Internet shall be treated as preceding votes and become effective. In case you exercised your voting rights via the Internet, etc. more than one time, the last one shall be deemed as your effective voting.
3. Should any revisions be made to the business report, consolidated financial statements, financial statements and/or Reference Document for the General Meeting of Shareholders, such changes will be posted on the Company's Web site (<http://www.family.co.jp/>).

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**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.**

## Reference Document for the General Meeting of Shareholders

### Bills and Reference Information

#### Bill 1: Partial Amendments to the Articles of Incorporation

(1) Reason for the amendments

In order to address the future diversification of the Company's businesses, we propose to add a new business purpose to Article 2 of the current Articles of Incorporation of the Company.

(2) Description of the amendments

The proposed amendment is as follows:

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed amendments
(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses: 1. – 28. [Provisions omitted] [New provision]  <u>29.</u> – <u>32.</u> [Provisions omitted]	(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses: 1. – 28. [Same as current] <u>29. Power generation and supply of electricity.</u> <u>30.</u> – <u>33.</u> [Same as current]

**Bill 2: Election of Ten Directors**

The terms of office of all the current directors (11 persons) will expire at the conclusion of this Meeting. Accordingly, we propose that ten (10) directors be elected. The candidates for director are as described below.

**Candidates for director**

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
1	Junji Ueda (December 27, 1946)	April 1970	Joined ITOCHU Corporation	6,800
		May 1999	Assistant General Manager of Foods Division and General Manager of CVS Division of ITOCHU Corporation	
		September 2000	Executive Officer of FamilyMart Co., Ltd. (the “Company”)	
		May 2001	Managing Director of the Company	
		March 2002	President and Chief Executive Officer of the Company	
		January 2013	Chairman and Chief Executive Officer of the Company (currently serving)	

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
2	Yoshiki Miyamoto (April 26, 1949)	<p>April 1973 May 2004</p> <p>May 2005</p> <p>May 2006</p> <p>March 2009</p> <p>March 2010</p> <p>March 2013</p>	<p>Joined ITOCHU Corporation Chief Financial Officer of Machinery Company and General Manager of Machinery Management Division of ITOCHU Corporation</p> <p>Executive Officer and Assistant General Manager of Accounting and Finance Division, General Manager of Accounting and Finance Department of the Company</p> <p>Director and General Manager of Accounting and Finance Division, General Manager of Accounting and Finance Department, and General Manager of Internal Control Promotion Project Office of the Company</p> <p>Managing Director, General Manager of Management Division and Supervisor of Internal Control Department and CSR Department of the Company</p> <p>Senior Managing Director, General Manager of Management Division and Supervisor of Internal Control Department</p> <p>Senior Managing Director, General Manager of Management Division, Supervisor of Accounting and Finance Division, Chairman of Risk Management &amp; Compliance Committee and Chairman of BPR Committee of the Company (currently serving)</p>	3,000
3	Toshio Kato (March 2, 1961)	<p>March 1983 September 2000</p> <p>March 2003</p> <p>May 2007</p> <p>March 2011</p> <p>March 2012</p>	<p>Joined the Company Deputy General Manager of Store Operation Department, Operation Division of the Company</p> <p>Executive Officer and General Manager of Kita- Kanto District of the Company</p> <p>Director, General Manager of Operation Division and Supervisor of Customer Service Office and Franchisee Relations Office of the Company</p> <p>Managing Director, General Manager of Corporate Planning Division and General Manager of Corporate Planning Department of the Company</p> <p>Managing Director, General Manager of Corporate Planning Division of the Company (currently serving)</p>	1,700

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
4	Motoo Takada (February 5, 1963)	April 1985 March 2003 March 2004 May 2008 March 2012 March 2013	Joined the Company General Manager of Management Planning Office, Corporate Planning Department of the Company Executive Officer and General Manager of Management Planning Office, Corporate Planning Department of the Company Director, General Manager of Corporate Planning Division and General Manager of Corporate Planning Department of the Company Managing Director, General Manager of Store Management Division and Supervisor of Customer Service Office and Franchisee Relations Office of the Company Managing Director, General Manager of Store Operation Division and Supervisor of Customer Service Office and Franchisee Relations Office of the Company (currently serving)	2,100
5	Masaaki Kosaka (January 23, 1962)	March 1984 March 2001 March 2003 May 2009 March 2012  Important Positions Concurrently Held in Other Corporations: President and Chief Executive Officer of FamilyMart China Holdings Co., Ltd.	Joined the Company General Manager of Sales Planning Department, Sales Planning Division of the Company Executive Officer and General Manager of Sales Planning Office, Corporate Planning Department of the Company Director of the Company President of FAMIMA CORPORATION Managing Director, General Manager of International Business Division of the Company (currently serving)	1,900

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
6	Akinori Wada (January 2, 1960)	<p>June 1985      Joined the Company</p> <p>September 2000      General Manager in charge of promotion of the development of Kansai Region of the Company</p> <p>March 2003      Executive Officer and General Manager of Chugoku and Shikoku District of the Company</p> <p>May 2009      Director, General Manager of Store Development Division of the Company</p> <p>March 2012      Managing Director, General Manager of Store Development Division of the Company (currently serving)</p>		3,300
7	Yukihiko Komatsuzaki (December 13, 1953)	<p>April 1978      Joined Nippon Steel Corporation</p> <p>March 2007      President and Chief Executive Officer of REX Holdings Inc.</p> <p>July 2010      Advisor of REX Holdings Inc.</p> <p>October 2010      Managing Executive Officer and Deputy General Manager of Management Division of the Company</p> <p>May 2011      Director, Deputy General Manager of Management Division of the Company</p> <p>March 2012      Managing Director, Deputy General Manager of Management Division of the Company</p> <p>March 2013      Managing Director, General Manager of Accounting and Finance Division and Chairman of Cost Structure Reform Committee of the Company (currently serving)</p> <p>Important Position Concurrently Held in Other Corporations: Outside Director of Pocketcard Co., Ltd.</p>		600

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
8	Hiroaki Tamamaki (July 9, 1956)	<p>April 1980 April 2010</p> <p>April 2011</p> <p>May 2011</p> <p>March 2012</p> <p>March 2013</p>	<p>Joined ITOCHU Corporation Executive Officer, General Manager of Textile Material &amp; Fabric Division, Responsible person for Internal Control at Textile Material &amp; Fabric Division and Manager of ITOCHU DNA Project, Textile Material &amp; Fabric Division of ITOCHU Corporation</p> <p>Managing Executive Officer, Officer in charge of Corporate Planning Division of the Company</p> <p>Director, Officer in charge of Corporate Planning Division of the Company</p> <p>Managing Director, Officer in charge of Corporate Planning Division of the Company</p> <p>Managing Director, General Manager of Merchandising Division, General Manager of Logistics &amp; Quality Control Division and Chairman of Profit Structural Reform Committee of the Company (currently serving)</p>	700
9	Noboru Takebayashi (August 14, 1958)	<p>April 1981 April 2009</p> <p>April 2011</p> <p>March 2012</p> <p>May 2012</p> <p>March 2013</p>	<p>Joined ITOCHU Corporation General Manager of IT Planning Division, Responsible person for Internal Control at IT Planning Division and Manager of ITOCHU DNA Project, IT Planning Division of ITOCHU Corporation</p> <p>Executive Officer, Deputy General Manager of Information Systems Division and General Manager of Information Systems Supervision Department of the Company</p> <p>Managing Executive Officer, Deputy General Manager of Information Systems Division and General Manager of Information Systems Supervision Department of the Company</p> <p>Director, Deputy General Manager of Information Systems Division and General Manager of Information Systems Supervision Department of the Company</p> <p>Director, General Manager of Information Systems Division of the Company (currently serving)</p>	300



No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
10	Isamu Nakayama (October 12, 1957)	April 1981	Joined ITOCHU Corporation	—
		April 2004	General Manager of Oilseeds, Oils & Fats Department of ITOCHU Corporation	
		April 2010	Executive Officer, Senior Vice President of Food Company of ITOCHU Corporation	
		April 2012	Managing Executive Officer, Executive Vice President of Food Company and Chief Operating Officer of Provisions Division of ITOCHU Corporation	
		January 2013	President and Executive Officer of the Company (currently serving)	

- Notes: 1. The candidate Masaaki Kosaka also serves as President and Chief Executive Officer of FamilyMart China Holdings Co., Ltd. The Company has transactional relationships with FamilyMart China Holdings Co., Ltd., which include licensing and loan.
2. There is no other relationship of interest between the candidates and the Company than those mentioned above.

**Bill 3: Election of One Corporate Auditor**

Corporate Auditor Takashi Endo will resign from office at the conclusion of this Meeting. Accordingly, we propose that one (1) corporate auditor be elected.

The candidate for Corporate Auditor is as described below. The Board of Corporate Auditors has given prior approval to this Bill.

**Candidate for Corporate Auditor**

Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations		Number of shares held
Shuji Iwamura (September 16, 1949)	April 1976	Public prosecutor at the Fukuoka District Public Prosecutors Office	—
	December 1991	Counsellor for Criminal Affairs Bureau, the Ministry of Justice	
	October 2002	Director of Special Investigation Department at the Tokyo District Public Prosecutor's Office	
	June 2010	Chief Prosecutor of the Sendai High Public Prosecutors Office	
	August 2011	Chief Prosecutor of the Nagoya High Public Prosecutors Office	
	October 2012	Registered as an attorney at law (currently serving)	
	October 2012	Advisor of Nagashima Ohno & Tsunematsu (currently serving)	

- Notes:
1. There is no relationship of interest between the candidate and the Company.
  2. Shuji Iwamura is a candidate for Outside Corporate Auditor.
  3. Shuji Iwamura is nominated for Outside Corporate Auditor due to his abundant experience and sophisticated insight as a legal expert.  
Although he has not been involved in corporate management before, we believe that, for the above reasons, he will be able to effectively perform the duties of Outside Corporate Auditor for the Company.
  4. Shuji Iwamura is expected to be an independent auditor as set forth by the financial instruments exchange.