

(Translation)

[COVER]

Document to be filed:	Extraordinary Report
Filed with:	Director of Kanto Finance Bureau
Date of filing:	July 31, 2012
Name of Issuer:	Shiseido Company, Limited
Name and title of Representative:	Hisayuki Suekawa President & CEO (Representative Director)
Place at which the head office is located:	5-5, Ginza 7-chome, Chuo-ku, Tokyo, Japan
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Place at which this Extraordinary Report is made available for public inspection:	Tokyo Stock Exchange, Inc. (2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo, Japan)

1. [Reason for the filing]

The Company, at the meeting of its Board of Directors held on July 31, 2012 resolved that the Company would issue stock acquisition rights pursuant to Article 236, Article 238 and Article 240 of the Corporation Law of Japan. Hence, the Company hereby submits this Extraordinary Report pursuant to Article 24-5, paragraph 4 of the Financial Instruments and Exchange Law of Japan and Article 19, paragraph 2, item 2-2 of the Ordinance of the Cabinet Office Concerning Disclosure of Corporate Information, Etc.

2. [Details of the Report]

A. Title: Shiseido Company, Limited 31st Stock Acquisition Rights

B. Details of the Stock Acquisition Rights:

(1) Number of issue:

Not exceeding 1,500 rights.

The total number of Stock Acquisition Rights is the number of planned allotment. In the event that such total number decreases if any Stock Acquisition Rights are not subscribed for or otherwise, the decreased total number of Stock Acquisition Rights shall be the total number of Stock Acquisition Rights to be issued.

(2) Issue price (the amount of cash to be paid in for each Stock Acquisition Right):

The paid-in amount shall be a fair value of a share calculated in accordance with the Hull-White modified two-factor model, based on the closing price thereof as of the date on which the Stock Acquisition Rights shall be allotted (the "Allotment Date"), multiplied by the Number of Shares set forth in paragraph (4) below. The paid-in amount shall be offset against the compensation receivable from the Company by each person who has received the allotment of the Stock Acquisition Rights (each, an "Allottee") in lieu of the payment of cash pursuant to Article 246, paragraph 2 of the Corporation Law of Japan.

(3) Total issue prices:

Undecided

(4) Class, detail and number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights:

The class of the shares to be issued or transferred upon exercise of the Stock Acquisition Rights shall be shares of common stock of the Company and the number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights (the "Number of Shares") shall be 100.

In the event that the Company makes a stock division (including free allocation of shares of common stock of the Company) or stock consolidation, the Number of Shares shall be adjusted in accordance with the following formula, with any fraction of one share occurring upon such adjustment truncated:

$$\text{Number of Shares after adjustment} = \text{Number of Shares before adjustment} \times \text{Division/consolidation ratio}$$

In addition, upon the occurrence of any unavoidable event that requires adjustment to the Number of Shares, an adjustment shall be made thereto to the extent it is reasonable.

- (5) Amount of cash to be paid in upon exercise of each Stock Acquisition Right:

The amount of cash to be paid in upon exercise of each Stock Acquisition Right shall be the amount to be paid in for each of the shares to be delivered upon exercise thereof, which shall be one yen, multiplied by the Number of Shares.

- (6) Exercise period of the Stock Acquisition Rights:

From August 1, 2015 to July 31, 2027

- (7) Terms and conditions of the exercise of the Stock Acquisition Rights:

(i) Any Allottee shall remain in office as Director or Corporate Officer of the Company when he/she exercises the rights, unless he/she leaves office upon expiration of the term of office or due to any other good reason.

(ii) If any Allottee waives his/her Stock Acquisition Rights, such any Allottee shall not be entitled to exercise the Stock Acquisition Rights.

(iii) If any Allottee dies prior to the expiration of the exercise period of the Stock Acquisition Rights, only one heir to him/her shall be entitled to succeed to his/her rights and no one can succeed to such heir.

(iv) Other terms and conditions of the exercise of the Stock Acquisition Rights shall be as stipulated in a "Stock Acquisition Right Allotment Contract" to be entered into between the Company and each Allottee in accordance with the resolution of the Board of Directors for the issuance of the Stock Acquisition Rights.

- (8) Amount of the issue prices of shares to be transferred to capital in the event that the Company issues shares upon exercise of the Stock Acquisition Rights:

(i) In the event that the Company issues shares upon exercise of the Stock Acquisition Rights, the amount of capital to be increased shall be a half of the upper limit thereon calculated pursuant to Article 17, paragraph 1 of the Regulations on Corporate Accounts, with any fraction of one yen rounded upward to the nearest one yen.

(ii) In the event that the Company issues shares upon exercise of the Stock Acquisition Rights, the amount of capital reserve to be increased shall be an amount obtained by deducting the amount of capital to be increased as set forth in item (i) above from the upper limit on the capital to be increased as set forth in item (i) above.

- (9) Restriction on acquisition of the Stock Acquisition Rights by transfer:

Any acquisition of the Stock Acquisition Rights by transfer shall be subject to the approval by resolution of the Board of Directors of the Company.

- (10) Allotment Date of the Stock Acquisition Rights:

August 30, 2012

- (11) Conditions for acquisition of the Stock Acquisition Rights:

In the event that a proposition for the approval of a merger or consolidation agreement under which the Company shall be merged or dissolved, an agreement of business transfer by a spin-off or plan for incorporation by a spin-off under which the Company shall be split up, or a share exchange agreement or share transfer plan under which the Company shall become a wholly-owned subsidiary is approved at a General Meeting of Shareholders of the Company (or a resolution for the approval thereof is adopted by the Board of Directors of the Company when such resolution by the General Meeting of Shareholders is not required), the Company may, as of a day separately specified by the Board of Directors of the Company, acquire all of the Stock Acquisition Rights then outstanding without consideration.

- (12) Policies on avoidance and nullification of the Stock Acquisition Rights and the details of delivery of new stock acquisition rights of reorganizing companies in case of reorganization:

In the event that the Company is merged or consolidated (as a result of which, the Company shall be dissolved), transfers business or incorporates a company by a spin-off, or makes a share exchange or share transfer (collectively, "reorganization"), the Company shall, with regard to the Stock Acquisition Rights outstanding when the reorganization becomes effective (the "Outstanding Stock Acquisition Rights"), deliver to any Allottee thereof stock acquisition rights of relevant corporations ("reorganizing companies") listed in Article 236, paragraph 1, item 8 (a) through (e) of the Corporation Law, in accordance with the following conditions. In such case, the Outstanding Stock Acquisition Rights shall become null and void and the reorganizing companies shall newly issue stock acquisition rights, only if and when the delivery of stock acquisition rights of the reorganizing companies is stipulated in accordance with the following conditions in the relevant merger agreement, consolidation agreement, agreement of business transfer by a spin-off, plan for incorporation by a spin-off, share exchange agreement or share transfer plan:

- (i) Number of stock acquisition rights of reorganizing company to be delivered:

The same number as that of the Outstanding Stock Acquisition Rights held by each Allottee thereof shall be delivered.

- (ii) Class of shares of reorganizing company to be issued or transferred upon exercise of stock acquisition rights:

Shares of common stock of the reorganizing company.

- (iii) Number of shares of reorganizing company to be issued or transferred upon exercise of stock acquisition rights:

The number of shares shall be determined in accordance with paragraph (4) above, by taking into account the conditions of the reorganization.

- (iv) Amount of property to be contributed upon exercise of a stock acquisition right:

The amount of property to be contributed upon exercise of a stock acquisition right to be delivered shall be an amount obtained by multiplying by the number of shares of the reorganizing company to be issued or transferred upon exercise of each of the stock acquisition rights, which shall be determined as set forth in paragraph (iii) above, the paid-in amount after reorganization set forth below. The paid-in amount after reorganization shall be one yen per share of the reorganizing company that can be delivered upon exercise of each stock acquisition right delivered.

- (v) Exercise period of stock acquisition rights:

From later of the first day of the period during which the Stock Acquisition Rights set forth in paragraph (6) above are exercisable and the day on which the reorganization becomes effective, to the last day of the period during which the Stock Acquisition Rights set forth in paragraph (6) above are exercisable.

- (vi) Matters concerning capital and capital reserve to be increased in the event that the reorganizing company issues shares upon exercise of the stock acquisition rights:

To be determined in accordance with paragraph (8) above.

- (vii) Restriction on acquisition of stock acquisition rights by transfer:

Any acquisition of stock acquisition rights by transfer shall be subject to the approval by resolution of the board of directors of the reorganizing company.

- (viii) Terms and conditions of the acquisition of stock acquisition rights:

To be determined in accordance with paragraph (11) above.

- (ix) Other terms and conditions of the exercise of stock acquisition rights:

To be determined in accordance with paragraph (7) above.

- (13) Treatment of fractions of a share upon exercise of the Stock Acquisition Rights:

For the purpose of delivery of shares to the Allottees who exercise the Stock Acquisition Rights, any fraction of one share shall be truncated.

- C. Number of persons to whom the acquisition of Stock Acquisition Rights has been offered and the detail thereof:

Corporate Officers not concurrently serving as Directors of the Company:

14 persons

Not exceeding 1,500 rights (not exceeding 150,000 shares)

- D. If any person to whom the acquisition of Stock Acquisition Rights has been offered is a director, accounting officer, corporate officer, corporate auditor or employee of a company provided for in Article 2, paragraph 2 as a company related to the submitting company, the relationship of such company and the submitting company:

Not applicable.

- E. Details of the agreements between any person to whom the acquisition of Stock Acquisition Rights has been offered and the submitting company:

The other agreements with any Allottee are as stipulated in a "Stock Acquisition Right Allotment Contract" to be entered into between the Company and each Allottee.

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