

Notice of Resolutions The 118th Ordinary General Meeting of Shareholders

Dear Shareholders:

We are pleased to announce that the matters below were reported and resolved at the 118th Ordinary General Meeting of Shareholders of Shiseido Company, Limited (the “Company”) held on March 27, 2018.

Yours very truly,

Shiseido Company, Limited

Masahiko Uotani

Representative Director,
President and CEO

Registered Head Office:

5-5, Ginza 7-chome, Chuo-ku, Tokyo

Principal Business Office:

6-2, Higashi-Shimbashi 1-chome,
Minato-ku, Tokyo

PARTICULARS

Matters Reported:

Report on the business report and the consolidated financial statements, non-consolidated financial statements, and the results of the audits of consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the fiscal year ended December 31, 2017 (January 1, 2017 to December 31, 2017)

The above contents were reported.

Matters Resolved:

First Item of Business: Dividends of Retained Earnings

This item was approved and resolved as originally proposed.

- (1) Matter related to assignment of assets to be distributed to shareholders and the total amount thereof:

An amount per share of common stock of the Company: ¥15.00

The total amount thereof: ¥5,993,099,505

- (2) The date on which dividends of retained earnings become effective:

March 28, 2018

The year-end dividend for the fiscal year ended December 31, 2017 is ¥15.00 per share. The total dividend per share for the fiscal year is ¥27.50, together with ¥12.50 interim dividend per share.

Second Item of Business: Election of Six (6) Directors

This item was approved and resolved as originally proposed.

Mr. Masahiko Uotani, Mr. Jun Aoki, Ms. Yoko Ishikura, and Ms. Kanoko Oishi were reelected as directors and all assumed their offices. Mr. Yoichi Shimatani and Mr. Shinsaku Iwahara were newly elected as directors and assumed their offices.

Ms. Yoko Ishikura, Mr. Shinsaku Iwahara, and Ms. Kanoko Oishi are external directors as provided in Item 15 of Article 2 of the Companies Act. The Company has designated Ms. Yoko Ishikura, Mr. Shinsaku Iwahara, and Ms. Kanoko Oishi as Independent Directors prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

Third Item of Business: Election of One (1) Audit & Supervisory Board Member

This item was approved and resolved as originally proposed.

Mr. Takeshi Yoshida was newly elected as an audit & supervisory board member and assumed his office.

Fourth Item of Business: Revision of the Amount of Compensation Payable to Members of the Board of Directors

This item was approved and resolved as originally proposed.

The limit for the amount of remuneration to be paid to directors has been changed from a monthly amount to an annual amount, with the limit of this amount being in total ¥2.0 billion or less (including a total of ¥0.2 billion or less for external directors), and by this change, the system has been changed to the one which pays directors basic remuneration and bonuses within the aforesaid remuneration limit.

Under a system whereby bonuses are paid to directors from the aforementioned remuneration limit, the Company shall adopt bonuses that are linked to the performance of fiscal 2017. As performance-linked remuneration is an unsuitable model for paying remuneration to external directors, who are independent from business execution, external directors shall only be paid basic remuneration.

Note that, as has been the case up until now, the revised amount for directors' remuneration does not include the salary portion of directors who concurrently serve as employees of the Company.

Also, as the Second Item of Business was approved as originally proposed, the number of directors of the Company is currently six (including three external directors).

Fifth Item of Business: Determination of Provision of Long-Term Incentive Type Remuneration to Directors

This item was approved and resolved as originally proposed.

Details of allotting stock options as long-term incentive type remuneration to directors are stated below.

Qualified grantees of stock acquisition rights:

Three (3) directors (excluding external directors of the Company)

Total number of stock acquisition rights to be allotted:

Not more than 1,500 (The number of shares to be issued upon exercise of one stock acquisition right: 100 shares)

Limit of remuneration, etc. on stock acquisition rights: Up to ¥240 million per year

The Company posted the results of shareholder voting at this ordinary general meeting of shareholders on the Company's website, "Home> Investors> General Meeting of Shareholders / Corporate Governance> General Meeting of Shareholders"
(<http://www.shiseidogroup.com/ir/account/shareholder/>).

Outline of the Directors, Audit & Supervisory Board Members and Corporate Officers Remuneration Policy of the Company

Views on the Directors, Audit & Supervisory Board Members and Corporate Officers Remuneration Policy of the Company

The directors, audit & supervisory board members and corporate officers remuneration policy of the Company is established by the Remuneration Advisory Committee, which consists of members including experts outside the Company and is chaired by an external director, to maintain objectivity and high transparency. Remuneration to directors and corporate officers of the Company consists of a basic remuneration and a performance-linked remuneration that fluctuates depending on the achievement of management targets and share price. The Company sets remuneration levels by making comparisons with companies in the same industry or of the same scale in Japan and overseas and by taking the Company's financial condition into consideration.

Based on this basic policy, under the directors, audit & supervisory board members and corporate officers remuneration policy of the Company, the performance-linked remuneration consists of an "annual bonus" provided based on annual business performance (consolidated performance and performance of business of which respective officers are in charge) and evaluation of personal performance, as well as the stock compensation-type stock options as "long-term incentive-type remuneration," with the aim of directors and corporate officers sharing interests with the Company's shareholders, and is designed to motivate them to manage business operation while being more conscious about the Company's performance and share price from the perspectives of not only a single-year but also a medium to long term.

Since the Fourth Item of Business (Revision of the Amount of Compensation Payable to Members of the Board of Directors) proposed at this ordinary general meeting of shareholders was approved and resolved, the limit for the amount of remuneration to be paid to directors has been changed from a monthly amount to an annual amount, with the limit of this amount being in total ¥2.0 billion or less (including a total of ¥0.2 billion or less for external directors), and by this change, the system has been changed to the one which pays directors basic remuneration and bonuses within the aforesaid remuneration limit. Under a system whereby bonuses are paid to directors from the aforementioned remuneration limit, the Company shall adopt bonuses that are linked to the performance of fiscal 2017. As performance-linked remuneration is an unsuitable model for paying remuneration to external directors, who are independent from business execution, external directors shall only be paid basic remuneration.

Details of the Directors, Audit & Supervisory Board Members and Corporate Officers Remuneration Policy

Details of the directors, audit & supervisory board members and corporate officers new remuneration policy aligned to the Three-Year Plan for fiscal 2018 through fiscal 2020 are described in pages 65 through 69 of the "Notice of Convocation The 118th Ordinary General Meeting of Shareholders of Shiseido Company, Limited."

The "Notice of Convocation The 118th Ordinary General Meeting of Shareholders of Shiseido Company, Limited" is posted on the Company's website "Home> Investors> General Meeting of Shareholders / Corporate Governance> General Meeting of Shareholders> Notice of Convocation: the 118th Ordinary General Meeting of Shareholders" (<http://www.shiseidogroup.com/ir/account/shareholder/>).

Directors, Audit & Supervisory Board Members and Corporate Officers after the 118th Ordinary General Meeting of Shareholders

Directors, Mr. Masahiko Uotani and Mr. Jun Aoki were appointed as representative directors at a meeting of the Board of Directors held after the close of this general meeting of shareholders and assumed their offices respectively.

Accordingly, the current directors, audit & supervisory board members and corporate officers are as follows:

1. Directors

| Position | Name | Responsibilities at the Company and Important Position at Other Organizations Concurrently Held |
|--|------------------|--|
| Representative Director President and CEO | Masahiko Uotani | Chairman of the Board Member of Nomination Advisory Committee Member of Remuneration Advisory Committee |
| Representative Director Corporate Executive Officer | Jun Aoki | Chief People Officer (Human Resources, Executive and External Relations, Corporate Culture) Member of Compliance Committee Chairman of Shiseido Liyuan Cosmetics Co., Ltd. |
| Director Corporate Executive Officer | Yoichi Shimatani | Chief Research and Development Officer (R&D Strategy, GIC Integrated Operations, Cosmetics Value Development, Cosmetics R&D, Intellectual Property, Advanced Research, Incubation, Safety & Analytics Research) |
| External Director <Independent> | Yoko Ishikura | Member of Nomination Advisory Committee Member of Remuneration Advisory Committee Outside Director of Nissin Foods Holdings Co., Ltd. Outside Director of Sojitz Corporation Professor Emeritus of Hitotsubashi University |
| External Director <Independent> | Shinsaku Iwahara | Member of Nomination Advisory Committee Member of Remuneration Advisory Committee Professor, Faculty of Law, Waseda University |
| External Director <Independent> | Kanoko Oishi | Member of Nomination Advisory Committee Member of Remuneration Advisory Committee CEO of MEDIVA Inc. CEO of Seeds 1 Co., Ltd. Outside Director of Ezaki Glico Co., Ltd. External Board Member of Santen Pharmaceutical Co., Ltd. External Director of Suruga Bank Ltd. |

Note: Ms. Yoko Ishikura, Mr. Shinsaku Iwahara, and Ms. Kanoko Oishi are external directors as provided in Item 15 of Article 2 of the Companies Act.

The Company has designated Ms. Yoko Ishikura, Mr. Shinsaku Iwahara, and Ms. Kanoko Oishi as Independent Directors prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

2. Audit & Supervisory Board Members

| Position | Name | Important Positions at Other Organizations Concurrently Held |
|---|-----------------|--|
| Audit & Supervisory Board Member (Full-time) | Kyoko Okada | Observer of Compliance Committee |
| Audit & Supervisory Board Member (Full-time) | Takeshi Yoshida | Observer of Compliance Committee |
| Audit & Supervisory Board Member (External) <Independent> | Nobuo Otsuka | Chairman of Keiseikai Hospital Group |
| Audit & Supervisory Board Member (External) <Independent> | Hiroshi Ozu | External Audit & Supervisory Board Member of MITSUI & CO., LTD. Outside Audit & Supervisory Board Member of TOYOTA MOTOR CORPORATION Representative Director of Shimizu Scholarship Foundation President of Criminal Justice Welfare Forum Oasis (general incorporated association) President of Japan Criminal Policy Society |
| Audit & Supervisory Board Member (External) <Independent> | Eiko Tsujiyama | Professor, Faculty of Commerce, Waseda University Outside Director of ORIX Corporation Outside Corporate Auditor of LAWSON, INC. Outside Audit & Supervisory Board Member of NTT DOCOMO, INC. |

Note: Mr. Nobuo Otsuka, Mr. Hiroshi Ozu, and Dr. Eiko Tsujiyama are audit & supervisory board members (external) as provided in Item 16 of Article 2 of the Companies Act.

The Company has designated Mr. Nobuo Otsuka, Mr. Hiroshi Ozu, and Dr. Eiko Tsujiyama as Independent Audit & Supervisory Board Members prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

3. Corporate Officers Who Do Not Serve as Director

| Position | Name | Responsibilities |
|-----------------------------|------------------------|--|
| Corporate Executive Officer | Shigekazu Sugiyama | CEO, Japan Region Representative Director, President, Shiseido Japan Co., Ltd. Member of Compliance Committee |
| Corporate Executive Officer | Norio Tadakawa | Chief Finance Officer Finance, Financial Management, Investor Relations, Business Development Member of Compliance Committee |
| Corporate Officer | Jean-Philippe Charrier | CEO, Asia Pacific Region President, Shiseido Asia Pacific Pte. Ltd. Member of Compliance Committee |
| Corporate Officer | Kentaro Fujiwara | CEO, China Region Chairman and President, Shiseido China Co., Ltd. Member of Compliance Committee |
| Corporate Officer | Katharina Höhne | Senior Vice President, Global Professional Business Global Professional Business |
| Corporate Officer | Masaya Hosaka | SN Strategy, Production Technology, Supply & Purchasing, Global Business Support, Japan Business Support, Factories, Frontier Science Business |
| Corporate Officer | Mitsuru Kameyama | Chief Information Officer, Global ICT Department Director, ICT Strategy & Platform Department ICT Strategy & Platform, Global System Member of Compliance Committee |
| Corporate Officer | Yoshiaki Okabe | Chief Brand Officer, <i>SHISEIDO</i> Brand Unit, Global Prestige Brands |
| Corporate Officer | Yoshihiro Shiojima | Chief Legal and Governance Officer Chief Quality Officer Legal & Governance, Risk Management, Sustainability Strategy, Regulatory Strategy, Quality Management Member of Compliance Committee Consumer Center, Shiseido Japan Co., Ltd. |
| Corporate Officer | Mikiko Soejima | Chief Beauty Officer Beauty Creation Chief Beauty Officer, Shiseido Japan Co., Ltd. (Beauty Consultation Planning, Beauty Consultant Representative, Consumer Center) |
| Corporate Officer | Yukari Suzuki | Chief Brand Officer, <i>Clé de Peau Beauté</i> Brand, Global Prestige Brands |
| Corporate Officer | Naomi Yamamoto | Chief Creative Officer Creative |

Note: Corporate officer Yoshihiro Shiojima and Shiseido Japan Co., Ltd. corporate officer Mikiko Soejima took over joint responsibility for Shiseido Japan's Consumer Center on January 1, 2018.