

## Notice of Resolutions

### The 119th Ordinary General Meeting of Shareholders

Dear Shareholders:

We are pleased to announce that the matters below were reported and resolved at the 119th Ordinary General Meeting of Shareholders of Shiseido Company, Limited (the “Company”) held on March 26, 2019.

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, 2018 (January 1, 2018 to December 31, 2018)**

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: ¥25.00

The total amount thereof: ¥9,984,548,775

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

March 27, 2019

The year-end dividend for the fiscal year ended December 31, 2018 is ¥25.00 per share. The total dividend per share for the fiscal year is ¥45.00, together with a ¥20.00 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. Yoichi Shimatani, Mr. Jun Aoki, Ms. Yoko Ishikura, Mr. Shinsaku Iwahara, and Ms. Kanoko Oishi were reelected as directors and all 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 as prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

**Third Item of Business: Election of Two (2) Audit & Supervisory Board Members**

This item was approved and resolved as originally proposed.

Ms. Akiko Uno and Ms. Yasuko Goto were newly elected as audit & supervisory board members and assumed their offices respectively.

Ms. Yasuko Goto is an audit & supervisory board member (external) as provided in Item 16 of Article 2 of the Companies Act. The Company has designated Ms. Yasuko Goto as an Independent Audit & Supervisory Board Member as prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

**Fourth Item of Business: Introduction of Performance-Linked Stock Compensation as Long-Term Incentive-Type Remuneration (LTI) to Directors**

This item was approved and resolved as originally proposed.

The Company will introduce the new long-term incentive-type remuneration (LTI), which shall adopt performance share units to act as a type of performance-linked stock compensation as described below, based on the Company's directors, audit & supervisory board members and corporate officers remuneration policy.

1) Eligible Directors under the LTI	Three directors excluding external directors of the Company.
2) Method of payment of remuneration, etc. based on the LTI	Subject to the precondition that amounts stay within the limits described below in 3) and 4), in principle, 50% of remuneration, etc. based on the LTI deliverable to each Eligible Director shall be paid as monetary remuneration claims for the delivery of the Company's common stock and the remainder shall be paid as cash. Each Eligible Director will receive delivery of the Company's common stock by providing all of the above monetary remuneration claims as contributions in kind.
3) Total amount of monetary remuneration claims for the delivery of the Company's common stock and cash to be paid in accordance with the achievement rates, etc. of targets mainly relating to company performance as of the end of the three consecutive fiscal years starting from fiscal 2019 to Eligible Directors as remuneration, etc. for fiscal 2019 under the LTI	The maximum amount shall be 41,000 shares of the Company's common stock multiplied by the share price at time of delivery (the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of resolution of the Board of Directors of the Company to issue or dispose of the said common stock (if no trades are made on this day, the closing price on the most recent preceding trading day)); provided, however, if all Eligible Directors forfeit their positions as directors or corporate officers of the Company or of subsidiaries of the Company as a result of restructuring or other events during the evaluation period, leading to payments of remuneration, etc. being made under the terms of the LTI before the end of the evaluation period, the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of resolution of the Board of Directors concerning said payments shall be used (if no trades are made on this day, the closing price on the most recent preceding trading day)).
4) Total number of the Company's common stock to be delivered to Eligible Directors based on the LTI	The maximum number shall be 20,500 shares of the Company's common stock payable to Eligible Directors in accordance with 2), which shall comprise, in principle, 50% of remuneration, etc. based on the LTI.

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

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

### **Overview of the Directors, Audit & Supervisory Board Members and Corporate Officers Remuneration Policy of the Company**

The Company has dedicated the three years from fiscal 2018 through fiscal 2020 to pursuing new strategies aimed at accelerating growth.

From fiscal 2018 through fiscal 2020, the Company will hasten growth by creating a virtuous cycle while continuing to pursue structural reforms, and will accordingly design the remuneration scheme to place more focus on the notion of “pay linked to the corporate mission,” which constitutes a step beyond the notion of “pay for performance” whereby remuneration paid to an officer reflects his or her accomplishments. Under the notion of “pay linked to the corporate mission,” the Company evaluates the extent to which long-term strategies reflecting its management approach and Corporate Philosophy have been achieved, in addition to considering net sales, operating profit, and other quantitative financial results.

Furthermore, given that the Company has achieved some of its financial targets set forth in its VISION 2020 quantitative targets three years ahead of schedule, in 2018, it set new long-term targets of net sales of ¥2 trillion and operating profit of ¥300.0 billion, geared to further achieving sustainable growth over the long run with its sights set on goals further off into the future. As such, the Company will introduce performance-linked stock compensation as a new long-term incentive-type remuneration (LTI), wherein performance share units will replace the existing stock compensation-type stock options, to take effect in fiscal 2019.

### **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 from page 60 through page 67 of the “Notice of Convocation of the 119th Ordinary General Meeting of Shareholders of Shiseido Company, Limited.”

The “Notice of Convocation of the 119th Ordinary General Meeting of Shareholders of Shiseido Company, Limited” is posted on the Company’s website under “Home > Investors > General Meeting of Shareholders / Corporate Governance > General Meeting of Shareholders > Notice of Convocation of the 119th Ordinary General Meeting of Shareholders” (<https://www.shiseidogroup.com/ir/account/shareholder/>).

## Directors, Audit & Supervisory Board Members and Corporate Officers after the 119th Ordinary General Meeting of Shareholders

Directors Mr. Masahiko Uotani and Mr. Yoichi Shimatani 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.

Audit & supervisory board member Ms. Akiko Uno was appointed as a full-time audit & supervisory board member at a meeting of the Audit & Supervisory Board held after the close of this general meeting of shareholders and assumed her office.

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

### 1. Directors

Position	Name	Responsibilities at the Company and Important Positions 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 Chairman of Compliance Committee
Representative Director Executive Vice President	Yoichi Shimatani	Chief Innovation Officer Assisting the CEO in general corporate management Member of Compliance Committee
Director Executive Corporate Officer	Jun Aoki	Chief People Officer Chief Social Value Creation Officer Assisting the CEO in general corporate management Human Resources, Social Value Creation, Facility Management Member of Compliance Committee
External Director <Independent>	Yoko Ishikura	Chairman of Nomination Advisory Committee Member of Remuneration Advisory Committee Outside Director of Nissin Foods Holdings Co., Ltd.
External Director <Independent>	Shinsaku Iwahara	Member of Nomination Advisory Committee Member of Remuneration Advisory Committee Professor of Faculty of Law, Waseda University
External Director <Independent>	Kanoko Oishi	Chairman of Remuneration Advisory Committee Member of Nomination 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.

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 as 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)	Takeshi Yoshida	Observer of Compliance Committee
Audit & Supervisory Board Member (Full-time)	Akiko Uno	Observer of Compliance Committee
Audit & Supervisory Board Member (External) <Independent>	Yasuko Goto	Director, Audit and Supervisory Committee Member of Kyushu Railway Company
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	Emeritus Professor of Waseda University Outside Director of ORIX Corporation Outside Corporate Auditor of LAWSON, INC. Outside Audit & Supervisory Board Member of NTT DOCOMO, INC.

Note: Ms. Yasuko Goto, 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 Ms. Yasuko Goto, Mr. Hiroshi Ozu, and Dr. Eiko Tsujiyama as Independent Audit & Supervisory Board Members as 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
Executive Corporate Officer	Shigekazu Sugiyama	CEO, Japan Region Representative Director, President, Shiseido Japan Co., Ltd. Member of Compliance Committee
Executive Corporate Officer	Norio Tadakawa	Chief Supply Network Officer SN Strategy, Supply & Purchasing, Global Initiative, Demand & Supply Planning, Logistics, Production, Factories, Nasu Factory Establishment 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	Michael Coombs	Chief Financial Officer Strategic Finance, Financial Accounting, Investor Relations, Business Development 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 Member of Compliance Committee
Corporate Officer	Kiyomi Horii	Chief Beauty Strategy Officer
Corporate Officer	Mitsuru Kameyama	Chief Information Technology Officer Global ICT, Information Security Member of Compliance Committee
Corporate Officer	Yoshiaki Okabe	Chief Brand Officer, brand <i>SHISEIDO</i> , Global Prestige Brands <i>SHISEIDO</i> Brand
Corporate Officer	Yoshihiro Shiojima	Chief Quality Officer Quality Management, Regulatory Strategy, Executive & External Relations Member of Compliance Committee
Corporate Officer	Yukari Suzuki	Chief Brand Officer, <i>Clé de Peau Beauté</i> , Global Prestige Brands <i>Clé de Peau Beauté</i> Brand
Corporate Officer	Naomi Yamamoto	Chief Creative Officer Creative, Beauty Creation, Social Value Creation
Corporate Officer	Terufumi Yorita	Chief Legal Officer Legal & Governance, Risk Management Member of Compliance Committee
Corporate Officer	Katsunori Yoshida	Chief Product Development Officer Cosmetics R&D, Package Development, Process Engineering Development