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Securities code: 2309  
November 30, 2017

To our shareholders,

Kazuo Nakamura  
Chairman & CEO  
CMIC HOLDINGS Co., Ltd.  
1-1-1 Shibaura, Minato-ku, Tokyo

## Notice of the Convocation of the 33rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 33rd Ordinary General Meeting of Shareholders of CMIC HOLDINGS Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the internet. Please review the attached “Reference Documents for the General Meeting of Shareholders” below to exercise your voting rights.

- 1. Date and time:** Friday, December 15, 2017 at 10:00 a.m.
- 2. Place:** Banquet hall “JOUR” (Main building 1st floor), Happo-en  
1-1-1 Shirokanedai, Minato-ku, Tokyo

### 3. Agenda:

#### Matters to be reported:

1. Report on the business report, the consolidated financial statements for the 33rd fiscal year (from October 1, 2016 to September 30, 2017) and the results of the audit of the consolidated financial statements by the financial auditor and the Audit & Supervisory Board
2. Report on the non-consolidated financial statements for the 33rd fiscal year (from October 1, 2016 to September 30, 2017)

#### Matters to be resolved:

- Proposal 1: Election of Twelve (12) Directors  
Proposal 2: Election of One (1) Audit & Supervisory Board Member

### 4. Exercise of voting rights by proxy:

If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights in the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of the proxy.

Any modifications to the Reference Documents for the General Meeting of Shareholders will be posted on the Company’s website (<https://www.cmicgroup.com>; in Japanese only).

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of Twelve (12) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all thirteen (13) Directors will expire. In that regard, the Company proposes the election of twelve (12) Directors (three (3) of whom are outside Directors) including one (1) new candidate.

The candidates for Director are as follows:

Candidate No. 1	<input type="checkbox"/> Reelection	<input type="checkbox"/> Inside Director	Number of the Company's shares owned 552,620 shares	Attendance to meetings of the Board of Directors 12/12 (100%)
<b>Kazuo Nakamura</b> (December 17, 1946)	<b>[Career summary, position and responsibility in the Company]</b> Apr. 1969    Joined Sankyo Co., Ltd. (currently Daiichi Sankyo Co., Ltd.) Mar. 1992    Representative Director and President, the Company Oct. 2003    Representative Director, Chairman and President CEO, the Company Dec. 2013    Representative Director, Chairman and President CEO, the Company (change of Japanese title only) (to present)			
	<b>[Reasons for nomination as candidate for Director]</b> After working in research and development at a large pharmaceutical corporation, Mr. Kazuo Nakamura founded the Company. He possesses outstanding abilities in executive management, which he has used to steer the Company as a leading company. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.			
Candidate No. 2	<input type="checkbox"/> Reelection	<input type="checkbox"/> Inside Director	Number of the Company's shares owned 3,900 shares	Attendance to meetings of the Board of Directors 12/12 (100%)
<b>Nobuaki Inoue</b> (November 25, 1948)	<b>[Career summary, position and responsibility in the Company]</b> Apr. 1974    Joined Fuji Photo Film Co., Ltd. (currently FUJIFILM Corporation) June 2009    Director & Corporate Vice President, FUJIFILM Holdings Corporation July 2014    Joined the Company, Senior Advisor of CMO Company Oct. 2014    Senior Corporate Officer, CMO Company President, the Company Dec. 2014    Director, Senior Corporate Officer and CMO Company President, the Company May 2015    Director, Senior Executive Officer and CMO Company President, the Company Oct. 2016    Representative Director, Executive Vice President and CTO, the Company (to present)			
	<b>[Reasons for nomination as candidate for Director]</b> With a long standing history of serving in important technology-related and manufacturing positions at a large manufacturing corporation, Mr. Nobuaki Inoue possesses insight relating to management. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.			

Candidate No. 3	Reelection	Inside Director	Number of the Company's shares owned 148,600 shares	Attendance to meetings of the Board of Directors 12/12 (100%)
<p><b>Keiko Nakamura</b> (January 3, 1957)</p>	<p><b>[Career summary, position and responsibility in the Company]</b></p>			
	<p>Apr. 1982    Joined Nikkei/McGraw-Hill Inc. (currently Nikkei Business Publications, Inc.)</p> <p>Oct. 1989    Joined Genentech, Inc.</p> <p>Jan. 1996    Joined the Company</p> <p>July 2000    Director, the Company</p> <p>Oct. 2004    Director and Vice President, the Company</p> <p>Dec. 2010    Representative Director, the Company</p> <p>Apr. 2011    Representative Director, Corporate Officer, in charge of International Business, the Company</p> <p>Dec. 2013    Representative Director, Executive Vice President, Division Head of International Business Development Div., the Company</p> <p>Oct. 2016    Representative Director, Executive Vice President, CEO of CRO Business, Division Head of International Business Management Div., the Company (to present)</p> <p><i>Significant concurrent positions outside the Company:</i></p> <p>Chairperson, CMIC Co., Ltd.</p> <p>Representative Director and Vice President, CMIC ShiftZero K.K.</p> <p>President, ARTEMIS Inc.</p> <p><b>[Reasons for nomination as candidate for Director]</b></p> <p>With extensive experience at international corporations, Ms. Keiko Nakamura is in charge of international business development, which is instrumental in the Company's globalization, and she possesses outstanding abilities in executive management. As the Company expects her to continue to perform a decision-making and supervisory role in management, it again nominated her as a candidate for Director.</p>			
<p><b>Wataru Mochizuki</b> (December 10, 1961)</p>	Reelection	Inside Director	Number of the Company's shares owned 2,500 shares	Attendance to meetings of the Board of Directors 12/12 (100%)
	<p><b>[Career summary, position and responsibility in the Company]</b></p> <p>Apr. 1985    Joined Nippon Oil &amp; Fats Co., Ltd. (currently NOF CORPORATION)</p> <p>Jan. 1997    Joined Allied Telesis Holdings K.K.</p> <p>Aug. 2005    Joined the Company</p> <p>Oct. 2010    Corporate Officer, in charge of Internal Control/Information Disclosure/Finance and Accounting, the Company</p> <p>Dec. 2010    Director, the Company</p> <p>Oct. 2012    Director, Corporate Officer and CFO, in charge of Internal Control/Information Disclosure, the Company</p> <p>Oct. 2013    Director, Senior Corporate Officer and CFO, in charge of Finance and Legal Affairs Department/Internal Control/Information Disclosure, the Company</p> <p>May 2015    Director, Senior Executive Officer and CFO, in charge of Internal Control/Information Disclosure, the Company (to present)</p> <p><b>[Reasons for nomination as candidate for Director]</b></p> <p>With extensive knowledge and experience in administrative departments, Mr. Wataru Mochizuki possesses outstanding abilities in executive management. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.</p>			

Candidate No. 5	<input type="checkbox"/> Reelection	<input type="checkbox"/> Inside Director	Number of the Company's shares owned 1,800 shares	Attendance to meetings of the Board of Directors 10/10 (100%)
<p><b>Makoto Matsukawa</b> (March 30, 1960)</p>	<p><b>[Career summary, position and responsibility in the Company]</b></p>			
	<p>Apr. 1984    Joined Akiyama Inc. (currently SUZUKEN CO., LTD.)  Oct. 1989    Joined Baxter Limited  June 1999    Joined Starbucks Coffee Japan, Ltd.  Apr. 2007    Joined Quintiles Transnational Japan K.K.  Jan. 2012    Joined the Company, Corporate Officer, in charge of Corporate Planning/IPD  Dec. 2012    Director, Corporate Officer and IPD Company President, the Company  May 2015    Senior Executive Officer, in charge of Business Development, the Company  Oct. 2016    Senior Executive Officer, in charge of Business Development, CEO of CDMO Business, the Company (to present)  Dec. 2016    Director, the Company (to present)</p> <p><i>Significant concurrent positions outside the Company:</i>  Representative Director &amp; CEO, CMIC CMO Co., Ltd.  Representative Director, CMIC Ashfield Co., Ltd.</p> <p><b>[Reasons for nomination as candidate for Director]</b>  Having started up businesses in various industry sectors including not only the pharmaceutical sector, but also large-player service sector, Mr. Makoto Matsukawa possesses management experience and plays an instrumental role in globalization and strategic business development within the Company. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.</p>			
<p><b>Toru Fujieda</b> (November 8, 1959)</p>	<p><b>[Career summary, position and responsibility in the Company]</b></p>			
	<p>Apr. 1984    Joined Sankyo Co., Ltd. (currently Daiichi Sankyo Co., Ltd.)  June 2004    General Manager of Clinical Development Department, Sankyo Co., Ltd.  Feb. 2016    Joined the Company, Senior Corporate Officer  Director and Executive Vice President, CMIC Co., Ltd.  Oct. 2016    President, CMIC Co., Ltd. (to present)  Dec. 2016    Director and Senior Executive Officer, the Company (to present)</p> <p><i>Significant concurrent positions outside the Company:</i>  President, CMIC Co., Ltd.</p> <p><b>[Reasons for nomination as candidate for Director]</b>  With extensive experience in clinical development and management experience at a large pharmaceutical corporation, Mr. Toru Fujieda plays an instrumental role in the CRO business for the Company. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.</p>			

Candidate No. 7	<input type="checkbox"/> Reelection	<input type="checkbox"/> Inside Director	Number of the Company's shares owned 1,500 shares	Attendance to meetings of the Board of Directors 10/10 (100%)
<p><b>Auvaro Philippe Henri</b> (August 24, 1964)</p>	<p><b>[Career summary, position and responsibility in the Company]</b></p>			
	<p>Apr. 1991    Joined Roussel Uclaf S.A.  Sept. 1995    Joined Hoechst Marion Roussel Japan Ltd.  Aug. 2004    Joined Sanofi-aventis K.K. (currently Sanofi K.K.)  Apr. 2005    Joined GlaxoSmithKline K.K.  Apr. 2012    Corporate Officer and General Manager of Business Innovation Division, GlaxoSmithKline K.K.  Nov. 2014    Representative Director and President, Aspen Japan K.K.  July 2016    Joined the Company, Senior Executive Officer (to present)  President, OrphanPacific, Inc. (to present)  Dec. 2016    Director, the Company (to present)</p> <p><i>Significant concurrent positions outside the Company:</i>  President, OrphanPacific, Inc.</p> <p><b>[Reasons for nomination as candidate for Director]</b>  With management experience at the commercial planning department and overseas affiliates in large pharmaceutical corporations, Mr. Auvaro Philippe Henri plays an instrumental role in globalization of the Company and the establishment of new business models. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.</p>			
<p><b>Yoshiyuki Hano</b> (September 8, 1961)</p>	<p><b>[Career summary, position and responsibility in the Company]</b></p>			
	<p>Apr. 1985    Joined ICI Pharma K.K. (currently AstraZeneca K.K.)  Apr. 2011    Joined Quintiles Transnational Japan K.K.  May 2012    Joined the Company  Oct. 2012    Corporate Officer and CHO, General Manager of Strategy Human Resources Department, the Company  Oct. 2013    Senior Corporate Officer and CHO, in charge of Strategy Human Resources Department, the Company  Apr. 2016    Senior Corporate Officer and CHO, in charge of Human Resources and General Affairs, the Company  Dec. 2016    Director, Senior Executive Officer and CHO, in charge of Human Resources and General Affairs, the Company (to present)</p> <p><b>[Reasons for nomination as candidate for Director]</b>  Possessing extensive human-resource related experience, particularly in organizational development at large pharmaceutical corporations, Mr. Yoshiyuki Hano plays an instrumental role in the Company's human-resource strategy. As the Company expects him to continue to perform a decision-making and supervisory role in management, it again nominated him as a candidate for Director.</p>			

Candidate No. 9	New election	Inside Director	Number of the Company's shares owned 23,100 shares	Attendance to meetings of the Board of Directors -
<p><b>Akihisa Mitake</b> (October 24, 1963)</p>	<p><b>[Career summary, position and responsibility in the Company]</b></p>			
	<p>Apr. 1986    Joined Kotai Kasei Co., Ltd. (currently TAIHO PHARMACEUTICAL CO., LTD.)</p> <p>July 1993    Joined the Company</p> <p>Apr. 2008    Director and Vice President, CMIC Korea Co., Ltd.</p> <p>Nov. 2009    Corporate Officer, Division Head of Business Development Div., the Company</p> <p>Feb. 2013    President, CMIC-PMS Co., Ltd.</p> <p>Oct. 2014    President, CMIC Bioresearch Center Co., Ltd. (currently CMIC Pharma Science Co., Ltd.)</p> <p>May 2015    Senior Corporate Officer, the Company (to present)</p> <p>Oct. 2016    President, Site Support Institute Co., Ltd. (to present)</p>			
<p><i>Significant concurrent positions outside the Company:</i></p>				
<p>President, Site Support Institute Co., Ltd.</p>				
<p><b>[Reasons for nomination as candidate for Director]</b></p>				
<p>After accumulating development experience at a pharmaceutical corporation, Mr. Akihisa Mitake has engaged in numerous positions at the Company over many years since its initial founding period and served in important positions at the Company's subsidiaries since 2008, contributing to the continual growth of businesses he was responsible for. As the Company expects him to perform a decision-making and supervisory role in management based on his extensive experience and achievements in the Company's business, it has newly nominated him as a candidate for Director.</p>				

Candidate No. 10	Reelection	Outside Director	Number of the Company's shares owned – shares	Attendance to meetings of the Board of Directors 12/12 (100%)
<p><b>Akira Nakamura</b> (December 24, 1944)</p>				<p><b>[Career summary, position and responsibility in the Company]</b></p> <p>Apr. 1968    Joined The Sanwa Bank, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>June 1994    Director, The Sanwa Bank, Ltd.</p> <p>May 1997    Managing Director, The Sanwa Bank, Ltd.</p> <p>June 1999    President, Sanwa Capital Finance Ltd. (currently Mitsubishi UFJ Capital Co., Ltd.)</p> <p>June 2005    Chairman and Director, Ask Planning Center, Inc.</p> <p>July 2005    Chairman, CREEK &amp; RIVER Co., Ltd.</p> <p>Mar. 2011    President, Medical Principle Co., Ltd. (to present)</p> <p>Dec. 2014    Outside Director, the Company (to present)</p> <p>June 2017    Chairman and Director, ASK HOLDINGS, INC. (to present)</p> <p>June 2017    Chairman and Director, Wealth Management, Inc. (to present)</p> <p><i>Significant concurrent positions outside the Company:</i></p> <p>President, Medical Principle Co., Ltd.</p> <p>Chairman and Director, ASK HOLDINGS, INC.</p> <p>Chairman and Director, Wealth Management, Inc.</p> <p><b>[Reasons for nomination as candidate for outside Director]</b></p> <p>With a long standing history of serving in corporate management, Mr. Akira Nakamura possesses extensive experience and insight as a corporate manager. As the Company expects him to utilize this experience and insight to continue fulfilling the role of advising and supervising its overall management from the perspective of effectiveness and objectivity in decision making of the Company's Board of Directors, it again nominated him as a candidate for outside Director.</p>
<p><b>Shinji Kobayashi</b> (July 31, 1948)</p>				<p><b>[Career summary, position and responsibility in the Company]</b></p> <p>Apr. 1972    Joined ITOCHU Corporation</p> <p>June 1989    Seconded to Nihon Parking Card K.K. (currently NIHON PARKING CORPORATION)</p> <p>                  Representative Director, Nihon Parking Card K.K.</p> <p>Apr. 1994    President, Nihon Parking Card K.K.</p> <p>Mar. 2000    Representative Director, NIHON PARKING CORPORATION</p> <p>May 2011    Chairman of the Board of Directors, NIHON PARKING CORPORATION</p> <p>Oct. 2013    President and Representative Director, IPI Co., LTD. (to present)</p> <p>Dec. 2015    Outside Director, the Company (to present)</p> <p><i>Significant concurrent positions outside the Company:</i></p> <p>President and Representative Director, IPI Co., LTD.</p> <p><b>[Reasons for nomination as candidate for outside Director]</b></p> <p>After joining a large trading corporation, Mr. Shinji Kobayashi was instrumental in the establishment of a growth platform as a corporate manager for a start-up. With this experience and such achievements, he possesses outstanding abilities in executive management. As the Company expects him to continue fulfilling the role of advising and supervising its overall management, it again nominated him as a candidate for outside Director.</p>

Candidate No. 12	Reelection	Outside Director	Number of the Company's shares owned – shares	Attendance to meetings of the Board of Directors 9/10 (90%)
<p style="text-align: center;"><b>Masaru Iwasaki</b> (May 3, 1947)</p>				
<p><b>[Career summary, position and responsibility in the Company]</b></p> <p>Dec. 1973    Joined Department of Surgery II, The University of Tokyo Hospital</p> <p>Apr. 1983    Joined Department of Surgery II, Faculty of Medicine, University of Yamanashi</p> <p>Apr. 1993    Joined Hoechst Japan Co., Ltd.</p> <p>Jan. 2005    Joined GlaxoSmithKline K.K.</p> <p>Sept. 2011    Specially Appointed Professor, Department of Clinical Research, Faculty of Medicine, University of Yamanashi</p> <p>Sept. 2014    Specially Appointed Professor, Department of Advanced Biomedical Research, Faculty of Medicine, University of Yamanashi (to present)</p> <p>Apr. 2015    Vice President, University of Yamanashi (to present)</p> <p>Dec. 2016    Outside Director, the Company (to present)</p> <p><i>Significant concurrent positions outside the Company:</i></p> <p>Vice President, University of Yamanashi</p> <p>Program Officer, Japan Agency for Medical Research and Development</p> <p>Visiting Professor, Juntendo University School of Medicine</p> <p><b>[Reasons for nomination as candidate for outside Director]</b></p> <p>After working as a clinician in the oncology area, Mr. Masaru Iwasaki possesses experience and achievements from serving in important positions for large pharmaceutical corporations in areas including product strategy planning and product development. As the Company expects him to continue fulfilling the role of advising and supervising its overall management, it again nominated him as a candidate for outside Director.</p>				

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Mr. Akira Nakamura, Mr. Shinji Kobayashi and Mr. Masaru Iwasaki are candidates for outside Director.
  3. Mr. Akira Nakamura is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been three (3) years.
  4. Mr. Shinji Kobayashi is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been two (2) years.
  5. Mr. Masaru Iwasaki is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been one (1) year.
  6. The Company has entered into an agreement with Mr. Akira Nakamura, Mr. Shinji Kobayashi and Mr. Masaru Iwasaki to limit their liability amount to the minimum liability amount as provided for by Article 425, paragraph 1 of the Companies Act. If their reelection is approved, the Company plans to continue said limited liability agreement with each one of them.
  7. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Akira Nakamura, Mr. Shinji Kobayashi and Mr. Masaru Iwasaki have been appointed as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their appointments as independent officers to continue.



**Proposal 2: Election of One (1) Audit & Supervisory Board Member**

The Company proposes the election of one (1) Audit & Supervisory Board Member, increasing the number of outside Audit & Supervisory Board Members by one (1) to strengthen the audit system.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

	New election	Outside Audit & Supervisory Board Member	Number of the Company's shares owned – shares
<b>Eriko Kawai</b> (April 28, 1958)	<b>[Career summary and position in the Company]</b>		
	Oct. 1981      Joined Nomura Research Institute, Ltd. Sept. 1985      Management Consultant, McKinsey & Company Oct. 1986      Fund Manager, Mercury Asset Management plc, SG Warburg Nov. 1995      Chief Investment Officer (CIO), Yamaichi Regent ABC Polska July 1998      Joined Bank for International Settlements Oct. 2004      Senior Pension Fund Administrator, Organisation for Economic Co-operation and Development (OECD) Mar. 2008      Representative, Kawai Global Intelligence Apr. 2012      Professor, Institute for the Promotion of Excellence in Higher Education, Kyoto University Apr. 2013      Professor, Institute for Liberal Arts and Sciences, Kyoto University Apr. 2014      Professor, Graduate School of Advanced Integrated Studies in Human Survivability, Kyoto University (to present)		
<i>Significant concurrent positions outside the Company:</i>			
Professor, Graduate School of Advanced Integrated Studies in Human Survivability, Kyoto University Director, The Outlook Foundation Director, The Grew Bancroft Foundation Outside Director, Nikko Asset Management Co., Ltd.			
<b>[Reasons for nomination as candidate for outside Audit &amp; Supervisory Board Member]</b>			
In addition to her extensive experience in international corporations, Ms. Eriko Kawai possesses experience and achievements as a corporate manager and outstanding knowledge in management. As the Company expects her to fulfill the role of auditing at the Company, it has newly nominated her as a candidate for outside Audit & Supervisory Board Member.			

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Ms. Eriko Kawai is a candidate for outside Audit & Supervisory Board Member.
  3. If the election of Ms. Eriko Kawai is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
  4. Ms. Eriko Kawai satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and if her election is approved, the Company plans to designate her as an independent officer.