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Securities Code: 8876

June 8, 2016

Dear Shareholders,

Relo Holdings, Inc.
4-3-23, Shinjuku, Shinjuku-ku, Tokyo

Notice of the 49th Annual General Meeting of Shareholders

You are cordially invited to attend the 49th Annual General Meeting of Shareholders of Relo Holdings, Inc. as per the schedule below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet (<http://www.web54.net>). Please first review the Reference Materials presented herein, indicate “for” or “against” for each agenda item shown on the enclosed Form for Exercising Voting Rights by 5:30 p.m. Japan Standard Time on Wednesday, June 22, 2016.

Sincerely,

Kenichi Nakamura
President and Representative Director

1. **Date & Time:** 10 a.m. on Thursday, June 23, 2016 (reception starts at 9:30 a.m.)
2. **Venue:** Main Conference Room FUYO, 1st Floor of Hotel Sunroute Plaza
Shinjuku, 2-3-1 Yoyogi, Shibuya-ku, Tokyo
(Please refer to the information map at the end of this notice.)
* Please note that no present is prepared for shareholders attending the meeting.
3. **Meeting Agenda:**
 - (1) **Items to be reported:**
 - (i) Business reports and consolidated financial statements for the Company’s 49th business term (from April 1, 2015 to March 31, 2016) and audit result reports of consolidated financial statements by the financial auditor and the Board of Company Auditors
 - (ii) Reports of non-consolidated financial statements for the Company’s 49th business term (from April 1, 2015 to March 31, 2016)
 - (2) **Items to be resolved:**
 - Item 1:** Partial amendment of the Articles of Incorporation
 - Item 2:** Appointment of six directors
 - Item 3:** Appointment of four company auditor
 - Item 4:** Revision of remuneration for company auditors

If you attend the meeting in person, please bring the enclosed Form for Exercising Voting Rights and present it at the reception desk. To save resources, please bring this notice with you.

If any revision is made to the reference materials for the general meeting of shareholders, business reports, non-consolidated financial statements, or consolidated financial statements, the post-revision details will be posted on the Company’s website (<http://www.relo.jp>) on the Internet.

Reference Materials for the Annual General Meeting of Shareholders

Agenda Item 1: Partial Amendment of the Articles of Incorporation

1. Reasons for the amendment of the Articles of Incorporation

As we commemorate the milestone of the Company's 50th anniversary, we propose to amend Article 1 (Company Name) of the Articles of Incorporation to change the company name from Relo Holdings, Inc. to Relo Group, Inc. This name change is as a part of the measures to revitalize the sense of unity as a corporate group and establish a mutual cooperation structure.

We propose for the effective date of the amendment of the Articles of Incorporation as described above to be July 1, 2016.

2. Content of amendments

The content of the proposed amendments is as follows.

(Underlined portions indicate amendments.)

Existing Articles of Incorporation	Proposed Amendments
(Company Name) Article 1. The Company shall be named <u>株式会社</u> <u>リロ・ホールディング</u> and expressed as <u>Relo</u> <u>Holdings, Inc.</u> in English	(Company Name) Article 1. The Company shall be named <u>株式会社</u> <u>リログループ</u> and expressed as <u>Relo Group, Inc.</u> in English
(New provision)	<u>Supplementary Provision</u> <u>Article 1. (Company Name) shall take effect on</u> <u>July 1, 2016, and, with that, this supplementary</u> <u>provision shall be deleted.</u>

Agenda Item 2: Appointment of Six Directors

The term of office of all (seven) directors will expire at the conclusion of the current Annual General Meeting of Shareholders.

For this reason, we have reviewed the management structure and would like to ask the shareholders to approve the appointment of the six directors listed below.

The candidates for directors are as follows:

Candidate Number	Name (Date of Birth)	Career History, Position and Responsibility in the Company (Status of Important Concurrent Posts)	Number of Shares of the Company Owned
1	Masanori Sasada (June 10, 1945)	Jan. 1971 Joined the Company	166,800 shares
		Jul. 1978 President and Representative Director of the Company	
		Apr. 2003 President and Representative Director of the Company concurrently serving as Chief Executive Officer	
		Jun. 2003 Chairman and Representative Director of the Company	
		Jun. 2009 Director of the Company	
		Apr. 2012 Chairman of the Board of the Company (current post)	
		Reason for appointment as director	
		We have decided to appoint Mr. Masanori Sasada as a candidate for director because we believe that he possesses extensive experience, a good track record, and valuable knowledge about the management of the Relo Group, and feel that he is qualified to make decisions on important managerial matters and supervise the execution of operations.	
2	Kenichi Nakamura (April 14, 1966)	Apr. 1989 Joined the Company	75,800 shares
		Apr. 2004 Corporate Officer of the Company	
		Jun. 2009 Director of the Company	
		Oct. 2010 President and Representative Director of the Company, Director-General concurrently serving as Officer in charge of the Internal Audit Unit (current post)	
		Reason for appointment as director	
		We have decided to appoint Mr. Kenichi Nakamura as a candidate for director because we believe that, as the President and Representative Director of the Company, he possesses extensive experience, a good track record, and valuable knowledge. With his leadership, he is qualified to make decisions on important managerial matters and to execute operations.	

Candidate Number	Name (Date of Birth)	Career History, Position and Responsibility in the Company (Status of Important Concurrent Posts)	Number of Shares of the Company Owned
3	Yasushi Kadota (November 26, 1966)	<p>Oct. 2000 Joined the Company Apr. 2005 Corporate Officer of the Company Jun. 2006 Director of the Company Jun. 2009 Senior Managing Director of the Company (current post) Apr. 2016 Officer in charge of the Corporate staff section (the Corporate Planning Unit, the Accounting Unit, the Legal and Compliance Unit, the Group IT Management Unit and the Insurance Business Development Unit) (current post)</p> <p>[Status of Important Concurrent Posts] Director of Nihon Housing Co., Ltd.</p> <p>Reason for appointment as director</p> <p>We have decided to appoint Mr. Yasushi Kadota as a candidate for director because we believe that he possesses extensive experience, a good track record, and valuable knowledge about the Company's business management, and feel that he is qualified to make decisions on important managerial matters and to execute operations.</p>	45,000 shares
4	Kenji Koshinaga (March 12, 1970)	<p>Apr. 1992 Joined the Company Jun. 2009 Director of the Company Apr. 2015 Managing Director of the Company (current post) Nov. 2015 Officer in charge of the Business Development Unit of the Company (current post)</p> <p>[Status of Important Concurrent Posts] Director of TOHTO Co, Ltd.</p> <p>Reason for appointment as director</p> <p>We have decided to appoint Mr. Kenji Koshinaga as a candidate for director because we believe that he possesses extensive experience, a good track record, and valuable knowledge about the management of the Company and its business companies, and feel that he is qualified to make decisions on important managerial matters and to execute operations.</p>	56,800 shares
5	Yasuji Shimizu (July 31, 1967)	<p>Oct. 1991 Joined the Company Sept. 2006 Corporate Officer of the Company Jun. 2009 Director of the Company (current post)</p> <p>[Status of Important Concurrent Posts] Director of Relo Redac, Inc. Director of Relo Panasonic Excel International Co., Ltd.</p> <p>Reason for appointment as director</p> <p>We have decided to appoint Mr. Yasuji Shimizu as a candidate for director because we believe that he possesses extensive experience, a good track record, and valuable knowledge about the management of the Company and its business companies, and feel that he is qualified to make decisions on important managerial matters and to execute operations.</p>	39,600 shares

Candidate Number	Name (Date of Birth)	Career History, Position and Responsibility in the Company (Status of Important Concurrent Posts)	Number of Shares of the Company Owned
6	Takashi Ohnogi (May 26, 1953)	<p>Jul. 1987 Representative of Ohnogi Accounting Office (now Ohnogi Accounting Group) (current post)</p> <p>Apr. 1990 Company Auditor of the Company</p> <p>Jun. 2015 Outside director of the Company (current post)</p>	20,600 shares
		Reason for appointment as director	
		We have decided to appoint Mr. Takashi Ohnogi as a candidate for outside director because we believe that, as a certified public accountant and a certified tax accountant, he possesses extensive experience, a good track record, and valuable knowledge. In addition, we can expect to receive valuable advice from him about our efforts to strengthen the Company's corporate governance, and feel that he is qualified to make decisions on important managerial matters and to supervise the execution of operations.	

Notes:

1. There are no special relationships between the candidates and the Company.
2. Mr. Takashi Ohnogi is currently the outside director of the Company, and his term of office will be one year at the conclusion of the 49th Annual General Meeting of the Shareholders. Mr. Ohnogi has also served as an outside company auditor of the Company in the past.
3. The Company has concluded an agreement with Mr. Ohnogi that limits the liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act to the amount prescribed by laws in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. If the reappointment of Mr. Ohnogi is approved, the Company plans to extend the aforementioned agreement with Mr. Ohnogi.
4. The Company has filed Mr. Ohnogi as an independent officer with the Tokyo Stock Exchange in accordance with the provisions of the Tokyo Stock Exchange.

Agenda Item 3: Appointment of Four Company Auditor

The term of office of the (two) company auditors will expire at the conclusion of the 49th Annual General Meeting of the Shareholders. In addition, Mr. Masao Sakurai, the company auditor, will resign at the conclusion of the same Annual General Meeting of the Shareholders.

For this reason, to strengthen and improve the audit structure, we ask the shareholders to approve an increase of one company auditor and to appoint the four following company auditors.

The candidates for company auditors are as follows.

Candidate Number	Name (Date of Birth)	Career History, Position and Responsibility in the Company (Status of Important Concurrent Posts)	Number of Shares of the Company Owned	
1	Ritsuo Yasuoka (November 2, 1946)	Apr. 1969 Jun. 1996	Joined Mitsui Woods Systems, Inc. Director and General Manager of the Housing Division of Mitsui Woods Systems, Inc.	10,000 shares
		Apr. 2001	Representative Director of Mic Interior Co., Ltd.	
		Apr. 2002 Apr. 2007 Jun. 2007	Representative Director of Relo Create, Ltd. Director of Relo Create, Ltd. Standing Company Auditor of the Company (current post)	
		Reason for appointment as company auditor		
		We have decided to appoint Mr. Ritsuo Yasuoka as a candidate for company auditor because we believe that he possesses extensive experience, a good track record, and valuable knowledge about the management of the Relo Group, and feel that he is able to audit the execution of the duties of directors in an objective and fair manner.		
2	Katsuhiko Koyama (April 2, 1965)*	Apr. 1989 Dec. 2002	Joined the Company Manager of the Human Resources Development Unit	43,200 shares
		Feb. 2005 Jun. 2013	Corporate Officer of the Company Director of the Company in charge of the Human Resources Development Unit and the Risk Management Unit (current post)	
		Apr. 2015	In charge of the Shared Service Unit of the Company (current post)	
		Reason for appointment as company auditor		
		We have decided to appoint Mr. Katsuhiko Koyama as a candidate for company auditor because we believe that he possesses extensive experience, a good track record, and valuable knowledge about the management of the Relo Group, and feel that he is able to audit the execution of the duties of the directors in an objective and fair manner.		

Candidate Number	Name (Date of Birth)	Career History, Position and Responsibility in the Company (Status of Important Concurrent Posts)	Number of Shares of the Company Owned
3	Kazuya Udagawa (April 7, 1952)	<p>Apr. 1980 Registered as a lawyer Joined Yoshizumi Yoshio Law Office</p> <p>Nov. 1987 Established Koki Law Office</p> <p>Apr. 1989 Permanent member of the Tokyo Bar Association</p> <p>Apr. 1992 Member of the Disciplinary Maintenance Committee of the Tokyo Bar Association</p> <p>Oct. 1994 Representative of Udagawa Law Office (current post)</p> <p>Apr. 1995 Delegate of the Japan Federation of Bar Associations</p> <p>Apr. 2010 Chairman of the Special Committee on Legal Ethics of the Tokyo Bar Association</p> <p>Apr. 2012 Outside Company Auditor of the Company (current post)</p> <p>Reason for appointment as company auditor</p> <p>We have decided to appoint Mr. Kazuya Udagawa as a candidate for outside company auditor because we believe that, as a lawyer, he possesses extensive experience, a good track record, and valuable knowledge, and feel that he is able to audit the execution of the duties of directors in an objective and fair manner.</p> <p>Mr. Udagawa has not been involved directly incorporate management other than acting as an outside director or an outside company auditor. Nevertheless, after comprehensively taking into the account aforementioned experience in actual operation that he possesses, we have decided to appoint Mr. Udagawa as a candidate for outside company auditor because we believe that he is able to properly carry out the duties of an outside company auditor.</p>	300 shares

Candidate Number	Name (Date of Birth)	Career History, Position and Responsibility in the Company (Status of Important Concurrent Posts)	Number of Shares of the Company Owned
4	Masao Sakurai (August 7, 1958)	<p>Oct. 1987 Joined Asahi Shinwa & Co. (now KPMG AZSA LLC)</p> <p>Sep. 1991 Joined Ohnogi Accounting Office (now Ohnogi Accounting Group)</p> <p>Jun. 1996 Registered as a certified tax accountant Representative of Sakurai & Co. (current post)</p> <p>Sep. 2002 Outside Director of Oaks Best Fitness Co., Ltd. (current post)</p> <p>Jul. 2005 Outside Company Auditor of LEDEX Corporation (current post)</p> <p>Oct. 2013 Chairman of the Business Succession Special Committee, Management Research Investigation Committee of the Japanese Institute of Certified Public Accountants (current post)</p> <p>Jul. 2014 Member of the Small and Medium-sized Enterprise Measures Investigation Committee of the Japanese Institute of Certified Public Accountants (current post)</p> <p>Apr. 2015 Outside Company Auditor of the Company (current post)</p>	-
		Reason for appointment as company auditor	
		<p>We have decided to appoint Mr. Masao Sakurai as a candidate for outside company auditor because we believe that, as a certified public accountant and a certified tax accountant, he possesses extensive experience, a good track record, and valuable knowledge, and feel that he is able to audit the execution of the duties of directors in an objective and fair manner.</p> <p>Mr. Sakurai has never been involved in the company management outside the capacity of an outside director or an outside company auditor. Nevertheless, after comprehensively taking into the account aforementioned experience in actual operation that he possesses, we have decided to appoint Mr. Sakurai as a candidate for outside company auditor because we believe that he is able to properly carry out the duties of an outside company auditor.</p>	

Notes:

1. The asterisk indicates a candidate for new company auditor.
2. There is no special relationship between the candidate and the Company.
3. Mr. Kazuya Udagawa and Mr. Masao Sakurai are candidates for outside company auditors. As of the conclusion of the 49th Annual General Meeting of the Shareholders, the period since they took office will be four years and one year, respectively.
4. The Company has concluded agreements Messrs. Yasuoka, Udagawa, and Sakurai that limit the liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act to the amount prescribed by laws in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. If the reappointment of Messrs. Yasuoka, Udagawa, and Sakurai is approved, the Company plans to extend the aforementioned agreements with these three individuals. Moreover, if the appointment of Mr. Katsuhiko Koyama is approved, the Company plans to conclude an agreement with him that limits the liability in the same manner as the other candidates for company auditors.

5. The Company has filed Messrs. Udagawa and Sakurai as independent officers with the Tokyo Stock Exchange in accordance with the provisions of the Tokyo Stock Exchange.

Agenda Item 4: Revision of remuneration for company auditors

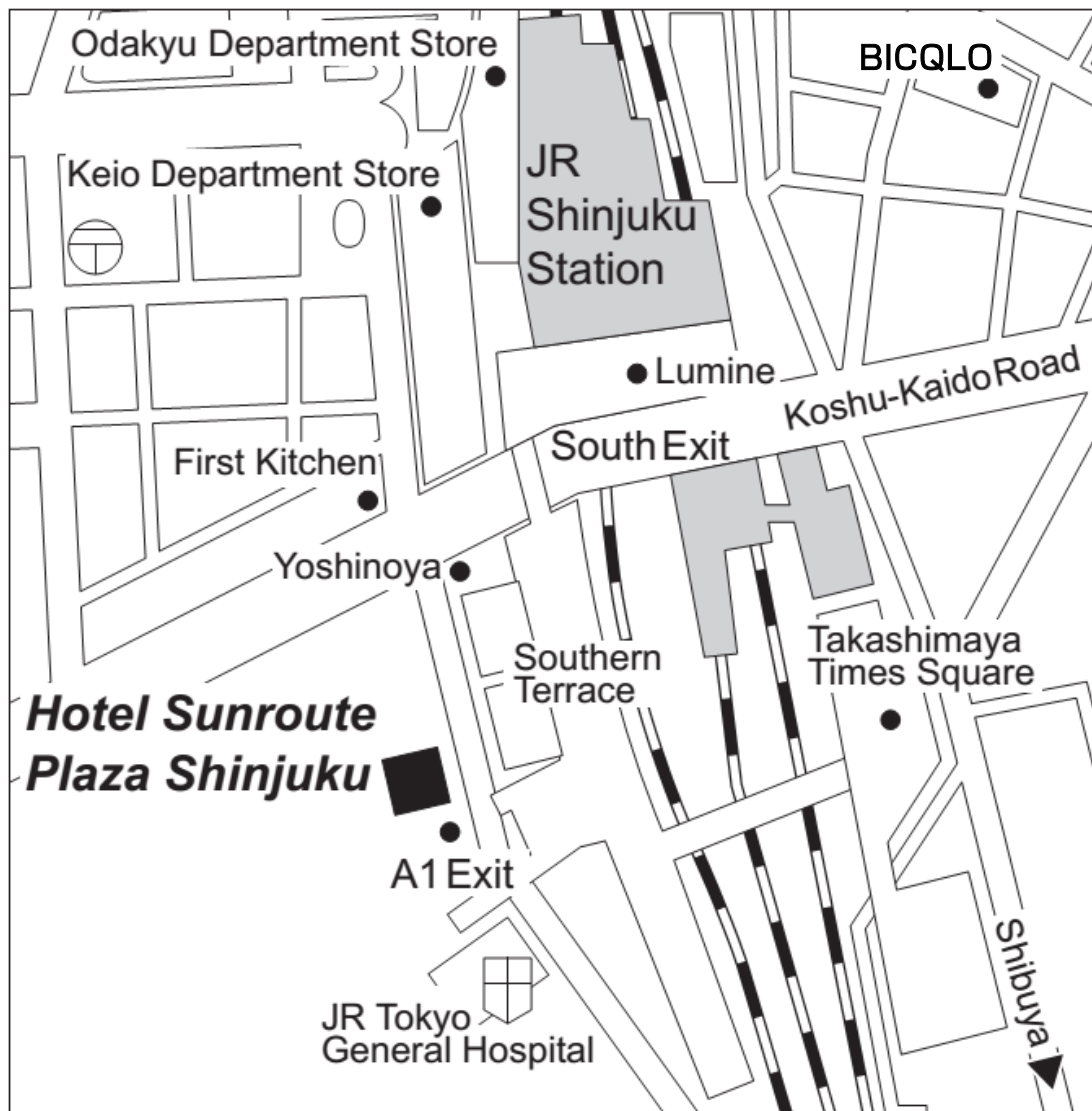
Remuneration of no more than 30 million yen a year for the company auditors of the Company was approved at the Annual General Meeting of the Shareholders held on June 28, 2007.

In light of adding one standing company auditor, we propose revising the remuneration for company auditors and setting it at “no more than 50 million yen a year” to further improve the audit structure.

At present, the number of company auditors is three. If Agenda Item 3 is approved, the number will be four.

Information Map of the Venue of the 49th Annual General Meeting of Shareholders

Venue: Main Conference Room FUYO, 1st Floor of Hotel Sunroute Plaza Shinjuku,
2-3-1 Yoyogi, Shibuya-ku, Tokyo
Tel: +81-3-3375-3211



Transportation Guide

- About a 3-minute walk from JR Shinjuku Station (South Exit, Southern Terrace Exit)
- About a 1-minute walk from Shinjuku Station on the Toei (Tokyo Public) Subway Oedo Line (A1 Exit)
- * Please use public transportation to travel to the venue.