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Securities Code 6417  
June 10, 2010

## To Those Shareholders with Voting Rights

Akihiko Sawai  
Representative Director, President & COO  
SANKYO CO., LTD.  
3-29-14 Shibuya, Shibuya-ku, Tokyo, Japan

## NOTICE OF THE 45<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to the 45<sup>th</sup> Ordinary General Meeting of Shareholders of the Company. The meeting will be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter, and exercise your voting rights by no later than 6:00 p.m. on Monday, June 28, 2010.

### Voting by paper ballot

Please indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form by the deadline mentioned above.

### Voting via the Internet

Please enter your decisions (for or against) regarding each of the proposals through the website for voting rights exercise (<http://www.web54.net>) by the deadline mentioned above.

- 1. Date and Time:** Tuesday, June 29, 2010 at 10:00 a.m.
- 2. Place:** Star Room, The Westin Tokyo B2F, 1-4-1 Mita, Meguro-ku, Tokyo (located within Yebisu Garden Place)
- 3. Agenda of the Meeting:**  
**Matters to be reported:**
  1. Business Report, Consolidated Financial Statements for the 45<sup>th</sup> Fiscal Term (from April 1, 2009 to March 31, 2010) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the 45<sup>th</sup> Fiscal Term (from April 1, 2009 to March 31, 2010)

### **Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Four Directors

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- Notes: 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the front desk when you arrive at the venue.  
2. Please note that if there arises any amendment to the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements prior to the date of the General Meeting of Shareholders, such amendment will be notified in writing by mail, or posted on the Company's website (<http://www.sankyo-fever.co.jp/ir/index.html>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and references

#### Proposal No. 1: Appropriation of Surplus

We propose the following regarding appropriation of surplus.

##### 1. Matters concerning the year-end dividends

The Company considers that profit distribution to shareholders is one of the critical subjects in management. The dividend policy of the Company targets a payout ratio at 25% of consolidated net income and intends to carry out continuous increases in dividend distribution.

In accordance with the policy mentioned above, we would like to propose the year-end dividends for the 45<sup>th</sup> fiscal term as follows.

##### (1) Type of dividend property

Dividends will be paid in cash.

##### (2) Appropriation of dividend property to shareholders and total amount

¥75 per common share of the Company, for a total amount of ¥7,234,525,950

As a result, the annual dividend for this term, including interim dividend, would be ¥150 per share.

##### (3) Effective date of dividends from surplus

June 30, 2010

##### 2. Matters concerning the appropriation of other surplus

Internal reserves will be utilized for product development, capital investment and sales reinforcement, etc. for greater business results.

##### (1) Decreased account item and its amount

Retained earnings brought forward	¥20,000,000,000
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##### (2) Increased account item and its amount

General reserve	¥20,000,000,000
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**Proposal No. 2: Election of Four Directors**

All four Directors of the Company will complete their term of office at the closing of this General Meeting of Shareholders. Consequently, the Company proposes the election of four Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
1	Hideyuki Busujima (September 30, 1952)	<p>June 1985     Managing Director of the Company            January 1988     Senior Director of the Company            February 1992     Representative Senior Director of the Company            June 1992     Representative Director &amp; Executive Vice President of the Company            June 1996     Representative Director, President &amp; CEO of the Company            April 2008     Representative Director, Chairman of the Board &amp; CEO of the Company (to present)</p> <p>(Significant concurrent positions)            Representative Director, President of Sankyo Create Co., Ltd.</p>	3,067,700
2	Akihiko Sawai (December 23, 1955)	<p>June 1995     Director, Deputy Head of Sales &amp; Marketing Division of the Company            April 1997     Director, Head of Product Management Division of the Company            June 2000     Managing Director, Head of Product Management Division of the Company            June 2002     Senior Director, Head of Product Management Division of the Company            June 2006     Representative Director &amp; Executive Vice President, Head of Product Management Division of the Company            April 2007     Representative Director &amp; Executive Vice President, Head of Intellectual Property Division of the Company            April 2008     Representative Director, President &amp; COO of the Company (to present)</p> <p>(Significant concurrent positions)            Director of Sankyo Create Co., Ltd.            Corporate Auditor of Sankyo Excel Co., Ltd.</p>	8,400
3	Junzo Hamaguchi (October 28, 1950)	<p>June 2000     Director, Deputy Head of Sales &amp; Marketing Division of the Company            April 2006     Director, Head of Sales &amp; Marketing Division of the Company            June 2006     Managing Director, Head of Sales &amp; Marketing Division of the Company            April 2008     Director &amp; Senior Executive Operating Officer, Head of Sales &amp; Marketing Division of the Company            April 2010     Director &amp; Senior Executive Vice President, Supervising Sales &amp; Marketing Division and Product Management Division of the Company (to present)</p>	4,100

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
4	Kimihiisa Tsutsui (April 1, 1953)	<p>June 1998 Director, General Manager of the President's Office of the Company</p> <p>June 2002 Managing Director, General Manager of the President's Office of the Company</p> <p>July 2002 Managing Director, General Manager of Corporate Planning Office of the Company</p> <p>April 2005 Managing Director, General Manager of Corporate Planning Division of the Company</p> <p>April 2008 Director &amp; Senior Executive Operating Officer, Head of Administration Division &amp; General Manager of Accounting &amp; Finance Department &amp; General Manager of Corporate Planning Division of the Company</p> <p>April 2010 Director &amp; Senior Executive Vice President, Supervising Administration Division, Manufacturing Division, Intellectual Property Division and Corporate Planning Division &amp; Head of Intellectual Property Division of the Company (to present)</p> <p>(Significant concurrent positions)            Director of Sankyo Create Co., Ltd.            Corporate Auditor of Nippon Game Card Corporation</p>	4,500

Note: No conflict of interest exists between the Company and any of the above candidates for Directors.