

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 3360)
June 11, 2015

To Shareholders with Voting Rights:

Kunihisa Furukawa, Chairman and CEO
Hirota Ogawa, President and COO
SHIP HEALTHCARE HOLDINGS, INC.
20-8, Kasuga 3-chome, Suita-shi, Osaka

**NOTICE OF
THE 23RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 23rd Annual General Meeting of Shareholders of SHIP HEALTHCARE HOLDINGS, INC. (the “Company”). The details of the meeting are as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form or via the Internet.

If exercising your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:40 p.m. on Thursday, June 25, 2015, Japan time.

If exercising your voting rights via the Internet, please refer to “Procedures for Exercising Voting Rights via the Internet” on pages 43 and 44 and exercise voting rights by the above deadline using the website designated by the Company (<http://www.evotep.jp/>).

- 1. Date and Time:** Friday, June 26, 2015, at 10 a.m. Japan time
- 2. Place:** Crystal Hall, Senri Hankyu Hotel, located at
2-1-D-1 Shinsenri Higashimachi, Toyonaka-shi, Osaka, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 23rd Fiscal Year (April 1, 2014–March 31, 2015) 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 Company’s 23rd Fiscal Year (April 1, 2014–March 31, 2015)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of Ten (10) Directors
 - Proposal 4:** Election of One (1) Substitute Corporate Auditor
- 4. Matters Regarding This Convocation Notice** In case you are unable to attend the meeting, one (1) shareholder with voting rights can represent you as a proxy at this meeting. However, a document that verifies the proxy right of the person representing you must be submitted.

©When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

©Institutional investors registered in the name of a trust and custody services bank, etc. (including a standing proxy), may use the “Voting Rights Electronic Exercise Platform” operated by ICJ Co., Ltd., as another electromagnetic method other than the use of the Internet for exercising voting rights at the General Shareholders Meeting of the Company, provided that the shareholder has already subscribed to use of the platform.

©Should any revisions occur to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the Company’s 23rd Fiscal Year, the revisions will be posted on the Company’s website (<http://www.shiphd.co.jp/>).

©Of the documents that the Company needs to provide along with this convocation notice, the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements are posted on the website of the Company (<http://www.shiphd.co.jp/>) pursuant to laws and the provision of Article 16 of the Articles of Incorporation of the Company. Therefore, these matters are not included in this convocation notice and the attached Reference Documents for the General Meeting of Shareholders. The Consolidated Financial Statements and the Non-Consolidated Financial Statements in the attached Reference Documents for the General Meeting of Shareholders are part of the Consolidated and Non-Consolidated Financial Statements that were audited by the Accounting Auditor to prepare an audit report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding year-end dividends for the Company's 23rd fiscal year, it is proposed to pay 48 yen per share as an ordinary dividend in consideration of its business results for the fiscal year under review, prospects for future business development and the status of internal reserves. It is also proposed to add 7 yen per share to commemorate the Company's 10th anniversary of listing its shares on the stock market to make the total year-end dividends 55 yen per share.

- (1) Type of dividend property:
Cash
- (2) Allotment of dividend property to shareholders and the total amount:
55 yen per share of common stock of the Company
Total amount: 2,717,285,175 yen
- (3) Effective date of dividends from surplus: June 29, 2015

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

To enable flexible operation of the general meetings of shareholders according to the composition of the Company's Directors and in the most suitable way for the Company's management system, it is proposed to amend Articles 14 and Article 22 of the Company's Articles of Incorporation so that a Director previously appointed by resolution of the Board of Directors can convene and chair a general meeting of shareholders and a meeting of the Board of Directors.

2. Details of the amendments

Details of the proposed amendments are as follows.

(Underlined portions are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>(Convener and Chairman) Article 14. <u>The President of the Company</u> shall act as chairman of a general meeting of shareholders. When <u>the President</u> is prevented from so acting, one of the other Directors shall act in his/her place in the order previously fixed by the Board of Directors.</p> <p>(Board of Directors) Article 22. <u>The President of the Company</u> shall convene a meeting of the Board of Directors and act as the chairman thereof. When <u>the President</u> is prevented from so acting, one of the other Directors shall act in his/her place in the order previously fixed by the Board of Directors.</p>	<p>(Convener and Chairman) Article 14. <u>A Director previously appointed by the Board of Directors</u> shall act as chairman of a general meeting of shareholders. When <u>said Director</u> is prevented from so acting, one of the other Directors shall act in his/her place in the order previously fixed by the Board of Directors.</p> <p>(Board of Directors) Article 22. <u>A Director previously appointed by the Board of Directors</u> shall convene a meeting of the Board of Directors and act as the chairman thereof. When <u>said Director</u> is prevented from so acting, one of the other Directors shall act in his/her place in the order previously fixed by the Board of Directors.</p>

Proposal 3: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of ten (10) Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Kunihisa Furukawa (April 27, 1945)	<p>August 1992 Founder and President of SHIP Corporation (currently the Company)</p> <p>November 1992 President of GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002)</p> <p>June 2014 Chairman and CEO of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Chairman and CEO of GREEN HOSPITAL SUPPLY, INC. • Chairman of CENTRAL UNI CO., LTD. • Chairman of SEIKO MEDICAL CO., LTD. • Chairman of SHIP HEALTHCARE ESTATE, INC. • Chairman of NISSEI PHARMACY CORPORATION • Chairman of GREEN PHARMACY CO., LTD. 	1,236,800
2	Hiroataka Ogawa (January 14, 1958)	<p>November 1992 Joined GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) Director of GREEN HOSPITAL SUPPLY, INC.</p> <p>January 1993 Joined SHIP Corporation (currently the Company) Director and General Manager, Consulting Services Department of SHIP Corporation</p> <p>April 2004 Executive Director and General Manager, Corporate Planning Office of the Company</p> <p>April 2008 Executive Director and General Manager, Administration Division of the Company</p> <p>April 2009 Executive Director, General Manager, Administration Division, and General Manager, Information System Department of the Company</p> <p>October 2009 Director and General Manager, Business Management Office of the Company</p> <p>June 2012 Executive Vice President, Director and General Manager, Business Management Office of the Company</p> <p>June 2014 President and COO of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • President and COO of GREEN HOSPITAL SUPPLY, INC. • President of SHIP HEALTHCARE ESTATE, INC. • President of KITA OSAKA ESTATE CO., LTD. • President of SHIP HEALTHCARE ESTATE EAST JAPAN, INC. 	331,500

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	Futoshi Ohashi (May 10, 1964)	<p>June 1987 Joined F&S UNI Management CO., LTD. May 2000 Director of F&S UNI Management CO., LTD. May 2003 Representative Director and Executive Director of F&S UNI Management CO., LTD. May 2006 President of F&S UNI Management CO., LTD. (to present) January 2007 Director of CENTRAL UNI CO., LTD. October 2009 Director of the Company June 2012 Executive Director and General Manager, Information Strategy Office of the Company June 2014 Executive Vice President and General Manager, Information Strategy Office of the Company (to present)</p> <p>[Significant concurrent positions] • President of F&S UNI Management CO., LTD.</p>	600
4	Koichi Okimoto (September 13, 1957)	<p>January 1993 Director of SHIP Corporation (currently the Company) January 1993 Director and General Manager, China Sales Department of GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) April 2004 Director, Managing Executive Officer and General Manager, China Business Department of the Company April 2008 Managing Director and General Manager, Group Companies Control Department of the Company October 2009 Director and General Manager, Group Companies Control Office of the Company June 2014 Executive Director and General Manager, Group Companies Control Office of the Company (to present)</p> <p>[Significant concurrent positions] • President of NISSEI PHARMACY CORPORATION • Chairman of SHIP HEALTHCARE PHARMACY EAST JAPAN, INC. • President of SHIP HEALTHCARE FOOD, INC.</p>	281,500
5	Jun Masuda (March 18, 1968)	<p>April 2001 Joined Chain Management Co., Ltd. June 2001 Representative Director of Chain Management Co., Ltd. June 2005 Executive Vice President of CENTRAL UNI CO., LTD. June 2006 President of CENTRAL UNI CO., LTD. (to present) October 2009 Executive Director of the Company (to present) June 2011 President of YAMADA SHADOWLESS LAMP CO., LTD. (to present)</p> <p>[Significant concurrent positions] • President of CENTRAL UNI CO., LTD. • President of YAMADA SHADOWLESS LAMP CO., LTD.</p>	227,000

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	Hiroyuki Kobayashi (June 21, 1957)	<p>May 1994 Joined GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) General Manager, Medical System Department of GREEN HOSPITAL SUPPLY, INC.</p> <p>April 2002 Director and General Manager, Sales Division of the Company</p> <p>April 2003 Director, General Manager, Sales Division, and General Manager, Medical System Sales Department of the Company</p> <p>March 2004 Director, Managing Executive Officer, General Manager, Sales Division, and General Manager, Total Pack System Business Division of the Company</p> <p>April 2005 Director, Managing Executive Officer, General Manager, Sales Division, and General Manager, Metropolitan Area Business Department of the Company</p> <p>April 2008 Executive Director, General Manager, Sales Division, and General Manager, Tokyo Branch Office of the Company</p> <p>October 2009 Director of the Company</p> <p>June 2014 Executive Director of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • President of OSAKA ADVANCED MEDICAL IMAGE CENTER, INC. • Managing Director of GREEN HOSPITAL MYANMAR, LTD. 	232,100
7	Hiroshi Yokoyama (April 8, 1958)	<p>January 1993 Joined SHIP Corporation (currently the Company)</p> <p>June 1997 Director and General Manager, Osaka Sales Department, Medical Imaging Business Department of SHIP Corporation</p> <p>April 2001 Joined FUJIFILM Medical Nishi Nihon Co., Ltd. (currently FUJIFILM Medical Co., Ltd.)</p> <p>September 2007 Joined the Company General Manager, Corporate Planning Office of the Company</p> <p>June 2008 Director and General Manager, Corporate Planning Office of the Company</p> <p>June 2014 Managing Director and General Manager, Corporate Planning Office of the Company (to present)</p>	100,500

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
8	Kenji Hosokawa (January 13, 1955)	<p>April 1977 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>May 2003 General Manager, Accounting Division of Mizuho Bank, Ltd.</p> <p>September 2005 Joined CENTRAL UNI CO., LTD. Executive Officer and General Manager, Administration Division of CENTRAL UNI CO., LTD.</p> <p>January 2007 Director and General Manager of Administration Division, in charge of compliance of CENTRAL UNI CO., LTD.</p> <p>April 2007 Director, General Manager, Administration Division and General Manager, Corporate Planning Department, in charge of compliance of CENTRAL UNI CO., LTD.</p> <p>April 2009 Director and General Manager, Administration Department, in charge of compliance of CENTRAL UNI CO., LTD.</p> <p>October 2009 Director and General Manager, Business Management Office of the Company</p> <p>June 2014 Managing Director and General Manager, Business Management Office of the Company (to present)</p>	3,500
9	Hiroshi Yamamoto (December 22, 1946)	<p>February 1972 Joined TOA ELECTRIC CO., LTD. (currently SYSMEX CORPORATION)</p> <p>April 2002 Director in charge of Instrument Production, Reagents Production and SCM of TOA ELECTRIC CO., LTD.</p> <p>April 2007 President of SYSMEX INTERNATIONAL REAGENTS CO., LTD.</p> <p>April 2010 President of SAKAI Medical Co., Ltd. (to present)</p> <p>June 2012 Director of the Company</p> <p>June 2014 Executive Director of the Company (to present)</p> <p>[Significant concurrent position] • President of SAKAI Medical Co., Ltd.</p>	—
10	Yoshiaki Wada (March 27, 1942)	<p>April 1964 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>November 1991 Joined Konoike Transport Co., Ltd.</p> <p>December 1992 Director of Konoike Transport Co., Ltd.</p> <p>June 2000 Senior Managing Director of Konoike Transport Co., Ltd.</p> <p>June 2003 Director and Vice President of Konoike Transport Co., Ltd.</p> <p>February 2006 Director of the Company (to present)</p> <p>June 2008 Executive Director and Vice President of Konoike Transport Co., Ltd.</p>	15,000

(Notes)

1. There is no special interest between each candidate for Director and the Company
2. Yoshiaki Wada is a candidate for Outside Director and an Independent Officer, who has no risk of having a conflict of interest with general shareholders, as stipulated by Tokyo Stock Exchange, Inc.
3. Reasons for nominating candidates for Outside Director, independence as Outside Director and liability limitation agreement with the Outside Directors
 - (1) Reasons for nominating candidates for Outside Director and independence as Outside Directors
 - 1) The Company nominates Yoshiaki Wada as Outside Director, expecting him to utilize his professional knowledge and long experience in logistics and other fields accumulated through his services as former Executive Director and Vice President of Konoike Transport Co., Ltd. for the Company's management and participate in the Company's management from a fair and neutral standpoint. Mr. Wada's term of office as Outside Director of the Company will be nine years and four months at the conclusion of this Annual General Meeting of Shareholders.
 - 2) Yoshiaki Wada is not a person in charge of business execution or officer of specified related business entities of the Company and has not been so for the past five years.
 - 3) Yoshiaki Wada does not plan to receive a large amount of money or other assets from the

Company or specified related business entities of the Company nor has he received such for the past two years.

- 4) Yoshiaki Wada is not the spouse, blood relative within the third degree of kinship or any equivalent person of a person in charge of business execution or officer of the Company or specified related business entities of the Company.
- 5) For the past two years, Yoshiaki Wada has not been a person in charge of business execution at a corporation of which the Company assumed rights and liabilities via a merger, an absorption-type company split, an incorporation-type company split or a business transfer right before such mergers, etc.

(2) Facts pertaining to the occurrence of the improper execution of duties while in office, preventive measures taken against and ways to deals with the same after their occurrence
Not applicable.

(3) Limited Liability Agreements with Outside Directors

In an attempt to secure capable personnel as Outside Directors, the Company specifies in the Articles of Incorporation that it can conclude agreements with Outside Directors to limit their liability for damages to a certain amount. In accordance with this provision, the Company concluded a Limited Liability Agreement with Yoshiaki Wada. If the reappointment of Mr. Wada is approved, the Company intends to renew the said agreement with him.

An outline of the Agreement is as follows.

- In the event damages are incurred to the Company by negligence committed on the part of an Outside Director in the performance of duties, if the Outside Director has acted in good faith and is not grossly negligent in the performance of duties, the amount of liability shall be limited to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.

Proposal 4: Election of One (1) Substitute Corporate Auditor

To prepare for the event that the number of Corporate Auditors falls below the required number stipulated by laws and regulations, the election of one (1) Substitute Corporate Auditor is proposed.

This proposal is already approved by the Board of Corporate Auditors.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
Hiroshi Hayashi (November 12, 1945)	April 1964	Joined Marubeni-Iida Co., Ltd. (currently Marubeni Corporation)	500
	March 1995	Joined Kyoto Marubeni Co., Ltd.	

(Notes)

1. There is no special interest between the candidate for Substitute Corporate Auditor and the Company
2. Hiroshi Hayashi is a candidate for Substitute Outside Corporate Auditor.
3. Reasons for nominating candidates for Outside Corporate Auditor, independence as Outside Corporate Auditor and liability limitation agreement with the Outside Corporate Auditors

- (1) Reasons for nominating candidates for Substitute Outside Corporate Auditor and independence as Outside Corporate Auditor

The Company nominates Hiroshi Hayashi as a Substitute Outside Corporate Auditor, expecting him to utilize his professional knowledge nurtured through his service at a major trading corporation for the Company's management and to audit its management from a fair and neutral standpoint. Although Mr. Hayashi has never been involved in corporate management, the Company believes that he can fulfill his duties appropriately because of the above reason.

- (2) Limited Liability Agreements with Outside Corporate Auditors

In an attempt to secure capable personnel as Outside Corporate Auditors, the Company specifies in the current Articles of Incorporation that it can conclude agreements with Outside Corporate Auditors to limit their liability for damages to a certain amount. In accordance with this provision, the Company intends to conclude a Limited Liability Agreement with Mr. Hayashi upon his assumption of office as Outside Corporate Auditor.

An outline of the Agreement is as follows.

- In the event damages are incurred to the Company by negligence committed on the part of an Outside Corporate Auditor in the performance of duties, if the Outside Corporate Auditor has acted in good faith and is not grossly negligent in the performance of duties, the amount of liability shall be limited the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.