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Securities Code: 9861

April 30, 2010

To All Shareholders

Shuji Abe, President
YOSHINOYA HOLDINGS CO.,LTD.
4-3-17 Shinjuku, Shinjuku-ku, Tokyo

Notice of Convocation of the 53rd Ordinary General Meeting of Shareholders

You are cordially invited to the 53rd Ordinary General Meeting of Shareholders of YOSHINOYA HOLDINGS CO.,LTD. (the “Company”) (the “Meeting”) to be held as described below.

In the event that you are unable to attend the Meeting, please review the “Reference Documents for the General Meeting of Shareholders” provided below, and you may exercise your voting rights in writing. Please indicate your approval or rejection of the respective proposals on the Voting Rights Exercise Form enclosed herewith, and return it so that it will arrive by no later than 5:30 p.m., Wednesday, May 26, 2010.

1. Date & Time: 10 a.m., Thursday, May 27, 2010
2. Place of the Meeting: Sunplaza Hall, Nakano Sunplaza,
4-1-1, Nakano, Nakano-ku, Tokyo
3. Meeting Agenda Items:
Matters to Be Reported:
 1. The Business Report, the Consolidated Financial Statements and the Audit Reports of the Independent Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements for the 53rd Term (From March 1, 2009, to February 28, 2010)
 2. The Non-Consolidated Financial Statements for the 53rd Term (From March 1, 2009, to February 28, 2010)

Matters to Be Resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Three (3) Directors
- Proposal 4:** Election of Two (2) Corporate Auditors

Notes:

1. The place of the Meeting will be opened at 9 a.m.
2. When you attend the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the Meeting. If any shareholder wishes to exercise his/her voting rights by proxy, his/her qualified attorney-in-fact shall be limited to a single shareholder having voting rights. In this case, documents certifying the attorney-in-fact’s power of representation must be submitted.
3. Should revisions be made to any of the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or the Consolidated Financial Statements, such changes will be posted on the Company’s web site (<http://www.yoshinoya-holdings.com>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

It is proposed that the surplus of the Company be appropriated as follows:

1. Matters related to the appropriation of surplus

Although the Company suffered a loss in retained earnings brought forward for the fiscal year under review, our shareholders at the Meeting are requested to approve the reversal of the general reserve to ensure the continued distribution of stable dividends to shareholders.

(1) Item and amount of surplus to be decreased

General reserve: ¥4,000,000,000

(2) Item and amount of surplus to be increased

Retained earnings brought forward: ¥4,000,000,000

2. Matters related to the year-end dividends

Owing to the severe business environment, the Company posted a net loss for the fiscal year under review.

However, the Company's basic dividend policy ensures stable and consistent profit returns to its shareholders.

The Company intends to determine the amount of dividends from a comprehensive standpoint, with due regard for the business environment, cash demand conditions, trends in the consolidated performance, an increase in internal reserves for the future growth of the Yoshinoya Group and other factors while maintaining this policy.

Based on the above dividend policy, it is proposed that the following year-end dividends be distributed for the fiscal year under review.

1) Type of property for dividends

Cash

2) Allotment of property for dividends and the total amount thereof

It is proposed that ¥1,000 per share of the Company's common stock be distributed as a year-end dividend. If approved, a total dividend amount of ¥631,359,000 will be disbursed.

3) Effective date for the dividends from surplus

May 28, 2010

[Translation of an Excerpt for Reference Purposes Only]

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

It is proposed that the necessary amendments be made to Article 3 (Location of Head Office) of the Company's current Articles of Incorporation to relocate the head office to Kita-ku, Tokyo. The relocation aims to concentrate the Headquarters function of the Company and its wholly owned subsidiaries, and to build a management system mechanism in which synergy effects within the Group can take place, thereby raising the productivity and operational efficiency of Group management, and reducing costs for the Headquarters.

It is proposed that a Supplementary Provision be established in the Articles of Incorporation to stipulate that the relocation shall take effect on the "head office relocation day" determined at a Board of Directors' meeting held by the end of July 2010.

2. Description of the amendments

The proposed amendments are as follows:

Current Articles of Incorporation	Proposed amendments
Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Shinjuku-ku</u> , Tokyo.	Article 3 (Location of Head Office) The head office of the Company shall be located in <u>Kita-ku</u> , Tokyo.
Articles 4 through 32 (The related provisions omitted)	Articles 4 through 32 (Unchanged)
(New establishment)	<u>Supplementary Provision</u> <u>Article 1</u> <u>The change in the location of head office in Article 3 hereof shall take effect on the "head office relocation day" to be determined at a Board of Directors' meeting held by the end of July 2010. The provision of this Article shall be deleted after the effective date of the head office relocation.</u>

[Translation of an Excerpt for Reference Purposes Only]

Proposal 3: Election of Three (3) Directors

The terms of office of three current Directors (Shuji Abe, Kenji Kato, Kojiro Idei) will expire at the conclusion of the Meeting. Accordingly, it is proposed that three Directors be elected. The candidates for Directors are described below.

Candidates for Directors

No.	Name (Date of birth)	Brief personal history and position and responsibilities in the Company [Status of significant concurrent position(s)]	Number of the Company's shares held
1	Shuji Abe (September 14, 1949)	February 1972 Joined the Company March 1983 Director, General Manager, Development Dept. March 1988 Managing Director August 1990 Representative Director, Managing Director May 1991 Representative Director, Senior Managing Director September 1992 Representative Director, President (current position) May 2008 Director, Don Co., Ltd. (current position) April 2010 Representative Director, Executive Officer, President, YOSHINOYA CO., LTD. (current position)	1,063
2	Kojiro Idei (February 17, 1956)	April 1978 Joined the Company March 1993 General Manager, Product Procurement Dept. May 2000 Director, General Manager, Product Dept., Product Division May 2002 Managing Director, General Manager, Product Division July 2004 Managing Director, General Manager, Product Division and in charge of OKAZU-no-HANA Business October 2007 Director of the Company and Representative Director, Executive Officer, President, YOSHINOYA CO., LTD. April 2010 Director of the Company and Representative Director, Executive Officer, Vice President, YOSHINOYA CO., LTD. (current position)	238

[Translation of an Excerpt for Reference Purposes Only]

No.	Name (Date of birth)	Brief personal history and position and responsibilities in the Company [Status of significant concurrent position(s)]	Number of the Company's shares held
3	Yasutaka Kawamura (November 18, 1968)	<p>April 1993 Joined the Company</p> <p>August 2001 In charge of Group Planning, Corporate Planning Office</p> <p>March 2003 In charge of Business Development, Corporate Planning Office</p> <p>July 2004 Director, Deputy Chief, Hanamaru Division, Hanamaru, Inc.</p> <p>July 2005 Executive Officer, General Manager, Corporate Planning Office, Hanamaru, Inc.</p> <p>January 2007 Director, Vice President, General Manager, Hanamaru Business Dept., Hanamaru, Inc.</p> <p>April 2007 Representative Director, President, General Manager, Hanamaru Business Dept., Hanamaru, Inc.</p> <p>July 2007 Representative Director, President, Hanamaru, Inc. (current position)</p> <p>July 2009 Chairman, Hanamaru Restaurant Management (Shanghai) Co., Ltd. (current position)</p>	0

Notes:

1. The candidate Shuji Abe, concurrently serving as Director of Don Co., Ltd., is going to retire from Don as of May 26, 2010.
2. There are no special interests between each of the candidates for Director and the Company.

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Proposal 4: Election of Two (2) Corporate Auditors

Corporate Auditor Mochito Mori will resign and the terms of office of Corporate Auditor Masamichi Minowa will expire at the conclusion of the Meeting. Accordingly, it is proposed that two Corporate Auditors be elected.

The submission of the proposal at the Meeting had already been agreed upon by the Board of Corporate Auditors. The candidates for Corporate Auditors are described below.

Candidates for Corporate Auditors

No.	Name (Date of birth)	Brief personal history and position in the Company [Status of significant concurrent position(s)]	Number of the Company's shares held
1	Masamichi Minowa (July 28, 1951)	<p>April 1977 Joined the Company</p> <p>September 1988 General Manager, Yoshinoya 1st Sales Dept.</p> <p>March 1993 Manager, Personnel Recruitment Dept.</p> <p>May 1998 Seconded to Peterpan Comoco Co.,Ltd.</p> <p>September 2000 General Manager, Corporate Auditors' Office</p> <p>May 2006 Corporate Auditor (full-time) (current position)</p>	10
2	Masaki Urabe (January 3, 1953)	<p>September 1977 Joined the Company</p> <p>May 1997 Director</p> <p>September 1997 Director, Chief, New Brand Store Category Promotion Dept. and General Manager, POT&POT Sales Dept.</p> <p>May 1999 Representative Director, President, HAMITA CORPORATION CO.,LTD.</p> <p>June 2001 Representative Director, President, Peterpan Comoco Co.,Ltd.</p> <p>October 2007 Executive Officer of the Company and Representative Director, President, Peterpan Comoco Co.,Ltd.</p> <p>May 2009 Chairman of Board of Directors, Peterpan Comoco Co.,Ltd.</p> <p>March 2010 Advisor to the Company (current position)</p> <p>March 2010 Corporate Auditor, KYOTARU CO., LTD. (current position)</p>	47

Note: There are no special interests between each of the candidates for Auditor and the Company.