

(Translation)

Securities code: 2579

March 8, 2007

NOTICE OF THE 49TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

You are cordially invited to attend the 49th Ordinary General Meeting of Shareholders of Coca-Cola West Holdings Company, Limited (the “Company”), which will be held as described hereunder.

If you are unable to attend the meeting, you may exercise your voting right either by writing or over the Internet. Please review the Reference Materials for Ordinary General Meeting of Shareholders and exercise your voting right by 5:30 p.m., March 22 (Thursday), 2007.

Sincerely yours,

Norio Sueyoshi
Representative Director & CEO
Coca-Cola West Holdings Company, Limited
7-9-66 Hakozaki, Higashi-ku, Fukuoka, Japan

MEETING AGENDA

1. Date and Time: 10:00 a.m., March 23 (Friday), 2007

2. Venue: The Grand Ballroom (3F), Grand Hyatt Fukuoka
1-2-82 Sumiyoshi, Hakata-ku, Fukuoka, Japan

3. Agenda:

Items to be reported:

1. Business report, consolidated financial statements for the 49th fiscal term (January 1 to December 31, 2006); and audit report of consolidated financial statements by Accounting Auditors and the Board of Corporate Auditors
2. Non-consolidated financial statements for the 49th fiscal term (January 1 to December 31, 2006)

Items to be proposed:

Proposal No. 1	The appropriation of retained earnings
Proposal No. 2	Partial amendments to Articles of Incorporation
Proposal No. 3	Election of eight (8) Directors
Proposal No. 4	Election of one (1) Corporate Auditor

4. Guidance for the Exercise of Voting Rights:

(1) Exercise of voting rights in writing

Please mark your approval or disapproval on the enclosed voting right exercise form, and post it to the Company by no later than 5:30 p.m., March 22 (Thursday), 2007.

(2) Exercise of voting rights over the Internet

When exercising your voting rights over the Internet, please exercise them no later than 5:30 p.m., March 22 (Thursday), 2007.

(3) Treatment of multiple votes

(i) If you exercise your voting rights in both writing and over the Internet, the vote over the Internet shall be the one deemed to be effective.

(ii) In the case of Internet voting, if you exercise your voting rights more than once, or exercise such rights using both a computer and a cellular phone, the final vote cast shall be the one deemed to be effective.

(4) Exercise of voting rights by proxy

If your proxy attends the meeting, you may designate one another shareholder as a proxy. In this case, either you or the proxy is requested to submit a document evidencing the proxy's power of representation together with your voting right exercise form.

Notes:

1. Attendees are requested to submit the proxy voting form to the reception desk when attending this General Meeting of Shareholders.
2. If we need to make any revision to the business report, consolidated financial statements, non-consolidated financial statements or Reference Materials for the General Meeting of Shareholders, we will notify you by mail or through the Company's website (<http://www.ccwh.co.jp>).

[This is an English translation prepared for the convenience of non-resident shareholders. Should there be any inconsistency between the translation and the official Japanese text, the latter shall prevail.]

Consolidated Balance Sheet
As of December 31, 2006

	Millions of yen
ASSETS	
Current Assets	
Cash and deposits	16,311
Notes and accounts receivable - trade	22,280
Marketable securities	10,668
Inventories	11,778
Deferred tax assets	2,200
Other current assets	15,031
Allowance for doubtful accounts	(97)
Total Current Assets	78,173
Fixed Assets	
Property, plant and equipment:	
Buildings and structures	35,617
Machinery, equipment and vehicles	20,134
Sales equipment	30,857
Land	57,366
Construction in progress	56
Other property, plant and equipment	2,211
Total property, plant and equipment	146,243
Intangible assets:	5,730
Investments and other assets:	
Investment securities	53,277
Deferred tax assets	4,703
Prepaid annuity expense	10,406
Other assets	6,967
Allowance for doubtful accounts	(594)
Total investments and other assets	74,760
Total Fixed Assets	226,734
Total Assets	304,907

Consolidated Balance Sheet
As of December 31, 2006

	Millions of yen
LIABILITIES	
Current Liabilities:	
Trade notes and accounts payable	3,828
Long-term debt due within one year	2,300
Accrued income taxes	2,674
Other accounts payable	13,866
Notes payable for equipment	702
Other current liabilities	7,059
Total Current Liabilities	30,431
Long-term Liabilities:	
Long-term debt	2,000
Deferred tax liabilities	11,122
Allowance for employee's retirement benefits	4,770
Allowance for directors' retirement benefits	249
Negative goodwill	1,867
Other long-term liabilities	4,002
Total Long-term Liabilities	24,012
Total Liabilities	54,444
NET ASSETS	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital	109,072
Retained earnings	135,623
Treasury stocks (at cost)	(11,229)
Total shareholders' equity	248,697
Valuation and translation adjustments	
Net unrealized gains on other marketable securities	1,604
Deferred gains (loss) on hedges	106
Total valuation and translation adjustments	1,710
Minority interests	54
Total net assets	250,463
Total Liabilities and Net Assets	304,907

Note: Amounts less than one million yen are omitted.

Consolidated Statement of Income
For the fiscal year ended December 31, 2006

	Millions of yen
Net sales	327,821
Cost of sales	186,265
Gross profit	141,556
Selling, general and administrative expenses	129,235
Operating income	12,321
Non-operating income:	
Interest and dividend received	647
Other non-operating income	1,188
Non-operating income	1,836
Non-operating expenses:	
Interest expenses	38
Other expenses	893
Non-operating expenses	932
Recurring profit	13,225
Extraordinary income:	
Gains on sale of fixed assets	954
Gains on sale of investment securities	586
Proceeds from government assistant grants	28
Extraordinary income	1,569
Extraordinary losses:	
Losses on business integration	1,131
Losses on product quality problems	137
Compensation for disposal of fixed assets	120
Losses on sale of fixed assets	95
Expenses for measures for earthquakes	74
Losses on sale of investment securities	60
Losses arising from typhoons	48
Losses on valuation of investment securities	19
Extraordinary losses	1,686
Income before income taxes and minority interests	13,108
Corporate, inhabitant and business taxes	3,237
Income taxes	2,389
Minority interests (loss)	89
Net income	7,570

Note: Amounts less than one million yen are omitted.

Consolidated Statement of Changes in Shareholders' Equity
For the fiscal year ended December 31, 2006

(Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stocks	Total shareholders' equity
Balance as of Dec. 31, 2005	15,231	35,399	131,982	(11,442)	171,171
Changes during this term					
Issue of new shares	-	73,672	-	-	73,672
Dividends of retained earnings	-	-	(3,867)	-	(3,867)
Net income	-	-	7,570	-	7,570
Bonuses for directors	-	-	(46)	-	(46)
Acquisition of treasury stocks	-	-	-	(148)	(148)
Disposal of treasury stocks	-	-	(15)	361	345
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-
Total changes during this term	-	73,672	3,641	212	77,526
Balance as of Dec. 31, 2006	15,231	109,072	135,623	(11,229)	248,697

	Valuation / translation adjustments			Minority interests	Total net assets
	Net unrealized gains on other marketable securities	Deferred gains (loss) on hedges	Total valuation / translation adjustments		
Balance as of Dec. 31, 2005	2,437	-	2,437	4,394	178,002
Changes during this term					
Issue of new shares	-	-	-	-	73,672
Dividends of retained earnings	-	-	-	-	(3,867)
Net income	-	-	-	-	7,570
Bonuses for directors	-	-	-	-	(46)
Acquisition of treasury stocks	-	-	-	-	(148)
Disposal of treasury stocks	-	-	-	-	345
(Net) Changes in items other than shareholders' equity during this term	(832)	106	(726)	(4,339)	(5,065)
Total changes during this term	(832)	106	(726)	(4,339)	72,460
Balance as of Dec. 31, 2006	1,604	106	1,710	54	250,463

Note: Amounts less than one million yen are omitted.

Non-consolidated Balance Sheet
As of December 31, 2006

	Millions of yen
ASSETS	
Current Assets	
Cash and deposits	7,657
Trade accounts receivable	7,815
Marketable securities	10,668
Advances made	2,695
Prepaid expenses	88
Deferred tax assets	159
Short-term loans to affiliates	3,067
Accrued income	5,482
Other current assets	956
Total Current Assets	38,593
Fixed Assets	
Property, plant and equipment:	
Buildings	8,894
Structures	806
Machinery and equipment	10,737
Vehicles	138
Tools, instruments and fixtures	368
Land	6,075
Total property, plant and equipment	27,020
Intangible assets:	
Software	667
Total intangible fixed assets	667
Investments and other assets:	
Investment securities	40,076
Investments in stocks of affiliates	162,061
Long-term loans to affiliates	1,052
Other assets	1,107
Allowance for doubtful accounts	(182)
Total investments and other assets	204,116
Total Fixed Assets	231,804
Total Assets	270,398

Non-consolidated Balance Sheet
As of December 31, 2006

	Millions of yen
LIABILITIES	
Current Liabilities:	
Trade accounts payable	8
Other accounts payable	7,467
Accrued income taxes	1,075
Money entrusted	10,963
Notes payable for equipment	394
Other current liabilities	42
Total Current Liabilities	19,952
Long-term Liabilities:	
Deferred tax liabilities	6,828
Other long-term liabilities	126
Total Long-term Liabilities	6,954
Total Liabilities	26,907
NET ASSETS	
Shareholders' equity:	
Common stock	15,231
Additional paid-in capital:	
Capital reserve	108,166
Total additional paid-in capital	108,166
Retained earnings:	
Legal reserve	3,316
Other retained earnings:	
Reserve for special depreciation	30
Reserve for advanced depreciation	418
Reserve for community contributions	444
Reserve for regional environmental preservation	265
General reserve	119,188
Retained earnings to be carried forward	6,010
Total of other retained earnings	126,357
Total retained earnings	129,674
Treasury stocks	(11,229)
Total shareholders' equity	241,843
Valuation and translation adjustments:	
Unrealized gains on stocks, etc.	1,647
Total valuation and translation adjustments	1,647
Total Net Assets	243,491
Total Liabilities and Net Assets	270,398

Note: Amounts less than one million yen are omitted.

Non-consolidated Statement of Income
For the fiscal year ended December 31, 2006

	Millions of yen
Net sales	191,632
Cost of sales	150,447
Gross profit	41,184
Selling, general and administrative expenses	36,603
Operating income	4,581
Non-operating income:	
Interest and dividend received	829
Other non-operating income	323
Non-operating income	1,152
Non-operating expenses:	
Interest expenses	24
Other expenses	302
Non-operating expenses	327
Recurring profit	5,406
Extraordinary income:	
Gains on sale of fixed assets	665
Gains on sale of investment securities	513
Proceeds from government assistance grants	28
Extraordinary income	1,207
Extraordinary losses:	
Losses on business integration	620
Losses on sale of fixed assets	95
Compensation for disposal of fixed assets	78
Losses on sale of investment securities	60
Losses on valuation of investment securities	12
Losses arising from typhoons	2
Extraordinary losses	869
Income before income taxes	5,744
Corporate, inhabitant and business taxes	1,695
Income taxes	609
Net income	3,439

Note: Amounts less than one million yen are omitted.

Non-consolidated Statement of Changes in Shareholders' Equity
For the fiscal year ended December 31, 2006

(Millions of yen)

	Shareholders' equity							Valuation and translation adjustments	Total net assets
	Common stock	Additional paid-in capital:	Retained earnings			Treasury stocks	Total shareholders' equity	Unrealized gains on stocks, etc.	
		Capital reserve	Legal reserve	Other retained earnings (Note 1)	Total retained earnings				
Balance as of Dec. 31, 2005	15,231	35,111	3,316	126,083	129,400	(11,442)	168,301	2,396	170,698
Changes during this term									
Issue of new shares	-	73,054	-	-	-	-	73,054	-	73,054
Dividends of retained earnings	-	-	-	(3,117)	(3,117)	-	(3,117)	-	(3,117)
Net income	-	-	-	3,439	3,439	-	3,439	-	3,439
Bonuses for directors	-	-	-	(33)	(33)	-	(33)	-	(33)
Reversal of allowances	-	-	-	-	-	-	-	-	-
Savings of provisions	-	-	-	-	-	-	-	-	-
Reversal of provisions	-	-	-	-	-	-	-	-	-
Acquisition of treasury stocks	-	-	-	-	-	(148)	(148)	-	(148)
Disposal of treasury stocks	-	-	-	(15)	(15)	361	345	-	345
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-	-	-	(749)	(749)
Total changes during this term	-	73,054	-	273	273	212	73,541	(749)	72,792
Balance as of Dec. 31, 2006	15,231	108,166	3,316	126,357	129,674	(11,229)	241,843	1,647	243,491

Note 1: Breakdown of other retained earnings (Millions of yen)

	Other retained earnings						
	Reserve for special depreciation	Reserve for advanced depreciation	Reserve for community contributions	Reserve for regional environmental preservation	General reserve	Retained earnings to be carried forward	Total of other retained earnings
Balance as of Dec. 31, 2005	62	710	487	220	114,488	10,115	126,083
Changes during this term							
Issue of new shares	-	-	-	-	-	-	-
Dividends of retained earnings	-	-	-	-	-	(3,117)	(3,117)
Net income	-	-	-	-	-	3,439	3,439
Bonuses for directors	-	-	-	-	-	(33)	(33)
Reversal of reserve	(32)	-	-	-	-	32	-
Addition of reserve	-	-	200	100	4,700	(5,000)	-
Reversal of reserve	-	(292)	(242)	(54)	-	589	-
Acquisition of treasury stocks	-	-	-	-	-	-	-
Disposal of treasury stocks	-	-	-	-	-	(15)	(15)
(Net) Changes in items other than shareholders' equity during this term	-	-	-	-	-	-	-
Total changes during this term	(32)	(292)	(42)	45	4,700	(4,104)	273
Balance as of Dec. 31, 2006	30	418	444	265	119,188	6,010	126,357

Note 2: Amounts less than one million yen are omitted.

Reference Materials for the General Meeting of Shareholders

Proposals and Reference Materials

Proposal No. 1: The appropriation of retained earnings

The proposal for appropriation of retained earnings is as described below.

1. Year-end dividends

Taking into account our business results for the fiscal year under review and our future business environment, we propose to pay year-end dividends to shareholders as follows:

(1) Type of distributed assets

Cash

(2) Allotment of distributed assets and the total amount

We propose to pay 22 yen per share of the Company's common stock.

In this case, the dividends will total 2,336,243,778 yen.

As a result, annual dividends will be 42 yen per share, including interim dividends, up 2 yen from the previous fiscal year.

(3) Effective date of the distribution of retained earnings

We propose that the effective date of the distribution of retained earnings will be March 26, 2007.

2. Other matters relating to the appropriation of retained earnings

(1) Items of retained earnings increased and the amount

Reserve for community contributions: 300,000,000 yen

Reserves for regional environment preservation: 150,000,000 yen

(2) Items of retained earnings decreased and the amount

Retained earnings to be carried forward: 450,000,000 yen

Proposal No. 2: Partial amendments to Articles of Incorporation

1. Reasons for amendments

As the "Corporate Law" (Law No. 86 of 2005), the "Enforcement Regulations of the Corporate Law" (Ordinance of the Ministry of Justice No. 12 of 2006) and the "Company Calculation Regulations" (Ordinance of the Ministry of Justice No. 13 of 2006) took effect on May 1, 2006, we propose to make the necessary changes to the Articles of Incorporation for the following reasons:

- (1) In order to limit the rights of shareholders holding shares constituting less than one unit within a reasonable scope, we propose to establish Article 10 (Rights of Shareholders Holding Shares Constituting Less Than One Unit) in the revised Articles of Incorporation.
- (2) In convening a general meeting of shareholders, aiming to enable a disclosure of Reference Materials, etc. for the General Meeting of Shareholders over the Internet, and enhance convenience for shareholders, we propose to establish Article 17 (Internet Disclosure of Reference Materials or Other Items for General Meeting of Shareholders and Deemed Provision) in the revised Articles of Incorporation.
- (3) In order to set the number of proxies who exercise voting rights of a shareholder to one as before, we propose to change Article 15 of the existing Articles of Incorporation.
- (4) In order for the Board of Directors to take flexible measures in case of urgency and in accordance with the contents of the agenda, we propose to establish Article 25 (Omission of Resolution of the Board of Directors) in the revised Articles of Incorporation.
- (5) In order that Outside Directors and Outside Corporate Auditors can fully play their roles as expected, and in order to provide an environment that is sufficiently attractive and facilitates an invitation by the Company of excellent personnel as Outside Directors and Outside Corporate Auditors, we propose to establish Article 27 (Release of Liability of Directors) and Article 35 (Release of Liability of Corporate Auditors) in the revised Articles of Incorporation. Each Corporate Auditor has given his/her consent to the submission to this General Meeting of Shareholders for approval of a proposal intended to make it possible for the Company to enter into contracts with Outside Directors in order to limit the liability of such Directors.
- (6) In addition to the above items, we propose to make any necessary changes across the board, including addition, deletion, modification, and moving of the provisions required for a joint-stock company pursuant to the Corporate Law.

In accordance with the interim measures stipulated in the “Law Regarding the Development of Laws Related to the Enforcement of the Corporate Law” (Law No. 87 of 2005), the Company’s Articles of Incorporation is deemed to have the following provisions as of May 1, 2006:

- (1) The provision that the Company shall establish the Board of Directors, Corporate Auditors, the Board of Corporate Auditors, and Accounting Auditors.
- (2) The provision that the Company shall issue share certificates.
- (3) The provision that the Company shall appoint an administrator of the shareholders’ register.

2. Details of proposed amendments

Details of the proposed amendments are as follows:

(Amended portions are underlined.)

Existing Articles of Incorporation	Proposed Amendments
<p>Article 1. Trade Name The English name of the Company shall be Coca-Cola West Holdings Company, Limited.</p> <p>Article 3. Location of Head Office The head office of the Company shall be located in Fukuoka City.</p> <p><u>(Newly established)</u></p> <p>Article 4. Method of Public Notice Public notices of the Company shall be given by means of electronic notification. However, if electronic notification is not available because of an accident or other unavoidable circumstances, notices shall be given by publishing them in the Nihon Keizai Shimbun.</p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>Article 5. Total Number of Shares <u>Authorized to Be Issued</u> The total number of shares <u>authorized to be issued</u> by the Company shall be two hundred seventy million (270,000,000). <u>However, if any shares are retired, the number of such retired shares shall be subtracted from such total number.</u></p> <p>Article 6. Acquisition of Treasury Stocks The Company may, by a resolution of the Board of Directors, purchase its treasury stocks pursuant to the provisions of Article <u>211-3</u>, Paragraph <u>1</u>, <u>Item 2</u> of the <u>Commercial Code</u>.</p> <p style="text-align: center;"><u>(Newly established)</u></p> <p>Article 7. Number of Shares Constituting One Unit and Non-issuance of Share Certificate for Shares Less Than One Unit</p> <p>1. The number of shares constituting one unit of stock</p>	<p>Article 1. Trade Name The English name of the Company shall be Coca-Cola West Holdings Company, Limited.</p> <p>Article 3. Location of Head Office The head office of the Company shall be located in Fukuoka City.</p> <p><u>Article 4. Organization</u> <u>The Company shall establish the following organizations in addition to the general meeting of shareholders and the Directors.</u></p> <p><u>(1) Board of Directors</u> <u>(2) Corporate Auditors</u> <u>(3) Board of Corporate Auditors</u> <u>(4) Accounting Auditors</u></p> <p>Article <u>5</u>. Method of Public Notice Public notices of the Company shall be given by means of electronic notification. However, if electronic notification is not available because of an accident or other unavoidable circumstances, notices shall be given by publishing them in the Nihon Keizai Shimbun.</p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>Article <u>6</u>. Total Number of <u>Issuable</u> Shares The total number of shares <u>that the Company may issue</u> shall be two hundred seventy million (270,000,000).</p> <p>Article <u>7</u>. Acquisition of Treasury Stocks The Company may, by a resolution of the Board of Directors, purchase its treasury stocks <u>through transactions in the market, etc.</u>, pursuant to the provisions of Article <u>165</u>, Paragraph <u>2</u> of the <u>Corporate Law</u>.</p> <p><u>Article 8. Issuance of Share Certificates</u> <u>The Company shall issue share certificates for its shares.</u></p> <p>Article <u>9</u>. Number of Shares Constituting One Unit and Non-issuance of Share Certificate for Shares Less Than One Unit</p> <p>1. The number of shares constituting one unit of stock</p>

Existing Articles of Incorporation	Proposed Amendments
<p>of the Company shall be hundred (100).</p> <p>2. The Company <u>shall not issue any share certificate that indicates the number of shares constituting less than one unit.</u></p> <p style="text-align: center;"><u>(Newly established)</u></p> <p>Article 8. Additional Purchase of Shares Constituting Less Than One Unit Any shareholder holding shares less than one unit of the Company <u>(hereinafter, including beneficial shareholders recorded in the beneficial shareholders' register)</u> may, pursuant to the Share Handling Regulations, request the sale of the number of shares that will constitute one unit in total when combined with the shares constituting less than one unit.</p> <p>Article 9. <u>Transfer Agent</u></p> <p>1. The Company shall appoint <u>a transfer agent for its shares.</u></p> <p>2. The <u>stock transfer agent</u> and its business office shall be selected by resolution of the Board of Directors.</p> <p>3. The shareholders' register (hereinafter, including the beneficial shareholders' register) <u>and the register of lost share certificates of the Company shall be kept at the business office of the transfer agent. The registration of a transfer of shares, entries in the register of lost share certificates, acceptance of notice of beneficial shareholders, purchase and additional purchase of shares constituting less than one unit, and any other clerical work relating to shares shall be handled by the transfer agent, and not by the Company.</u></p> <p>Article 10. Share Handling Regulations <u>The class of share certificates issued by the Company, the registration of a transfer of shares, entries in the</u></p>	<p>of the Company shall be hundred (100).</p> <p>2. The Company <u>may choose not to issue share certificates for shares constituting less than one unit.</u></p> <p><u>Article 10. Rights of Shareholders Holding Shares Constituting Less Than One Unit</u> <u>Shareholders (hereinafter, including beneficial shareholders) of the Company shall not be allowed to exercise any rights in respect of the shares constituting less than one unit held by them, except for the following rights:</u></p> <p><u>(1) Rights provided for in each item of Article 189, Paragraph 2 of the Corporate Law;</u></p> <p><u>(2) Rights to make a request in accordance with Article 166, Paragraph 1 of the Corporate Law;</u></p> <p><u>(3) Rights to receive the allotment of offered shares and offered stock acquisition rights, in proportion to the number of shares held by the shareholder; and</u></p> <p><u>(4) Rights to make a request that is provided for in Article 11.</u></p> <p>Article 11. Additional Purchase of Shares Constituting Less Than One Unit Any shareholder holding shares less than one unit of the Company may, pursuant to the Share Handling Regulations, request the sale of the number of shares that will constitute <u>one unit</u> in total when combined with the shares constituting less than one unit.</p> <p>Article 12. <u>Administrator of Shareholders' Register</u></p> <p>1. The Company shall appoint <u>an administrator of shareholders' register.</u></p> <p>2. The <u>administrator of shareholders' register</u> and its business office shall be selected by resolution of the Board of Directors.</p> <p>3. The <u>preparation and retention of the shareholders' register (hereinafter, including the beneficial shareholders' register), the register of stock acquisition rights and the register of lost share certificates of the Company, and any other clerical work relating to the shareholders' register, the register of stock acquisition rights and the register of lost share certificates shall be entrusted to the administrator of shareholders' register, and not handled by the Company.</u></p> <p>Article 13. Share Handling Regulations <u>Handling of shares of the Company, procedures, etc. relating to the exercise of rights by shareholders and</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p><u>register of lost share certificates, acceptance of notice of beneficial shareholders, purchase and additional purchase of shares constituting less than one unit, and other procedures and commissions relating to shares shall be subject to the Share Handling Regulations determined by the Board of Directors.</u></p>	<p><u>commissions thereof shall be subject to the Share Handling Regulations determined by the Board of Directors, unless otherwise provided for by laws and regulations or these Articles of Incorporation.</u></p>
<p><u>Article 11. Record Date</u></p>	<p><u>(Deleted)</u></p>
<p><u>1. The Company shall regard shareholders who are recorded in the shareholders' register as of the end of each accounting period, as the shareholders entitled to exercise their rights at an ordinary general meeting of shareholders for that particular accounting period.</u></p> <p><u>2. In addition to the preceding paragraph, if necessary, the Company may treat the shareholders or registered pledgees who are recorded in the shareholders' register as of a certain date as the shareholders or registered pledgees entitled to exercise their rights, by giving prior public notice pursuant to a resolution of the Board of Directors.</u></p>	
<p>CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p>	<p>CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p>
<p><u>Article 12. Convocation</u> An ordinary general meeting of shareholders shall be convened within three (3) months from the following day of each accounting period, and an extraordinary general meeting of shareholders shall be convened whenever necessary.</p>	<p><u>Article 14. Convocation</u> An ordinary general meeting of shareholders of the Company shall be convened within three (3) months from the day following the end of each business year.</p>
<p><u>(Newly established)</u></p>	<p><u>Article 15. Record Date</u> The Company shall regard the shareholders holding voting rights who are recorded in the shareholders' register as of December 31 of each year, as the shareholders entitled to exercise their rights at an ordinary general meeting of shareholders for that particular business year.</p>
<p><u>Article 13. Person Entitled to Convene Meetings and Chairperson</u></p> <p>1. A general meeting of shareholders shall be convened, unless otherwise provided for by laws and regulations, by the Representative Director in the order previously determined by the Board of Directors, who shall preside over such general meeting.</p> <p>2. If such Representative Director is prevented from so doing because of an accident, another Director shall act in his/her place in the order previously determined by the Board of Directors.</p>	<p><u>Article 16. Person Entitled to Convene Meetings and Chairperson</u></p> <p>1. A general meeting of shareholders shall be convened, unless otherwise provided for by laws and regulations, by the Representative Director in the order previously determined by the Board of Directors, who shall preside over such general meeting.</p> <p>2. If such Representative Director is prevented from so doing because of an accident, another Director shall act in his/her place in the order previously determined by the Board of Directors.</p>
<p><u>(Newly established)</u></p>	<p><u>Article 17. Internet Disclosure of Reference Materials or</u></p>

Existing Articles of Incorporation	Proposed Amendments
<p>Article <u>14</u>. Method of Resolutions</p> <ol style="list-style-type: none"> Resolutions of a general meeting of shareholders shall be adopted by a majority of the voting rights of shareholders present at the meeting, unless otherwise provided for by laws and regulations or these Articles of Incorporation. Resolutions of a general meeting of shareholders provided in <u>Article 343 of the Commercial Code</u> shall be adopted by a vote of two-thirds or more of the voting rights of shareholders present at the meeting, a quorum for which shall be one-third (1/3) or more of the voting rights <u>held by all shareholders</u>. <p>Article <u>15</u>. Exercise of Voting Rights by Proxy A shareholder may exercise his/her voting rights by authorizing <u>another</u> shareholder who holds voting rights of the Company as his/her proxy. <u>Provided, however, that</u> the shareholder or proxy is required to submit to the Company a document evidencing his/her representation.</p> <p><u>Article 16. Minutes</u> <u>The summary of the proceedings of a general meeting of shareholders and the results thereof shall be recorded in the minutes, which shall bear the names and seals or electronic signatures of the chairperson and the Directors present.</u></p> <p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article <u>17</u>. Number The Company shall not have more than fifteen (15) Directors.</p> <p>Article <u>18</u>. Election</p> <ol style="list-style-type: none"> Directors shall be elected at a general meeting of shareholders. 	<p><u>Other Items for General Meeting of Shareholders and Deemed Provision</u> <u>In convening a general meeting of shareholders, the Company may be deemed to have provided shareholders with necessary information that should be described or presented in reference documents for the general meeting of shareholders, business reports, non-consolidated and consolidated financial statements (including accounting audit reports or audit reports on consolidated financial statements), if they are disclosed over the Internet in accordance with ordinances of the Ministry of Justice.</u></p> <p>Article <u>18</u>. Method of Resolutions</p> <ol style="list-style-type: none"> Resolutions of a general meeting of shareholders shall be adopted by a majority of the voting rights of shareholders <u>entitled to exercise voting rights who are</u> present at the meeting, unless otherwise provided for by laws and regulations or these Articles of Incorporation. Resolutions of a general meeting of shareholders provided in <u>Article 309, Paragraph 2 of the Corporate Law</u> shall be adopted by a vote of two-thirds (2/3) or more of the voting rights of shareholders present at the meeting, a quorum for which shall be <u>the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting</u>. <p>Article <u>19</u>. Exercise of Voting Rights by Proxy</p> <ol style="list-style-type: none"> A shareholder may exercise his/her voting rights by authorizing <u>one (1) of the</u> shareholder who holds voting rights of the Company as his/her proxy. The shareholder or proxy is required to submit to the Company a document evidencing his/her representation <u>at every general meeting of shareholders</u>. <p>(Deleted)</p> <p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article <u>20</u>. Number The Company shall not have more than fifteen (15) Directors.</p> <p>Article <u>21</u>. Election</p> <ol style="list-style-type: none"> Directors shall be elected at a general meeting of shareholders.

Existing Articles of Incorporation	Proposed Amendments
<p>2. Resolution for election of Directors shall be adopted by a majority of voting rights of shareholders present at the meeting, a quorum for which shall be <u>one-third or more of the voting rights held by all shareholders</u>.</p>	<p>2. Resolution for election of Directors shall be adopted by a majority of voting rights of shareholders present at the meeting, a quorum for which shall be <u>the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting</u>.</p>
<p>3. Resolution for election of Directors shall not be made by cumulative voting.</p>	<p>3. Resolution for election of Directors shall not be made by cumulative voting.</p>
<p>Article <u>19</u>. Term of Office The Term of Office of a Director shall expire at the conclusion of the ordinary meeting of shareholders for the last <u>accounting period</u> ending within one (1) year from his/her <u>assumption of office</u>.</p>	<p>Article <u>22</u>. Term of Office The Term of Office of a Director shall expire at the conclusion of the ordinary meeting of shareholders for the last <u>business year</u> ending within one (1) year from his/her <u>election</u>.</p>
<p>Article <u>20</u>. Representative Directors Representative Directors shall be <u>elected</u> by resolution of the Board of Directors.</p>	<p>Article <u>23</u>. Representative Directors Representative Directors shall be <u>chosen</u> by resolution of the Board of Directors.</p>
<p>Article <u>21</u>. Convocation of the Board of Directors A notice for convening a meeting of the Board of Directors shall be sent to each Director and Corporate Auditor at least three (3) days prior to the date of such meeting. However, such period may be shortened in emergencies.</p>	<p>Article <u>24</u>. Convocation of the Board of Directors A notice for convening a meeting of the Board of Directors shall be sent to each Director and Corporate Auditor at least three (3) days prior to the date of such meeting. However, such period may be shortened in emergencies.</p>
<p style="text-align: center;"><u>(Newly established)</u></p>	<p>Article <u>25</u>. <u>Omission of Resolution of the Board of Directors</u> <u>If the requirements under Article 370 of the Corporate Law are fulfilled, the Company shall deem that a resolution of the Board of Directors has been adopted.</u></p>
<p>Article <u>22</u>. Regulations of the Board of Directors Matters relating to the Board of Directors shall be governed by the Regulations of the Board of Directors determined by the Board of Directors <u>as well as by the provisions separately stipulated in laws and regulations or these Articles of Incorporation</u>.</p>	<p>Article <u>26</u>. Regulations of the Board of Directors Matters relating to the Board of Directors shall be governed by the Regulations of the Board of Directors determined by the Board of Directors, <u>unless otherwise provided for by laws and regulations or these Articles of Incorporation</u>.</p>
<p>Article <u>23</u>. Compensation <u>Compensation for Directors shall be determined by resolution of a general meeting of shareholders.</u></p>	<p style="text-align: center;"><u>(Deleted)</u></p>
<p style="text-align: center;"><u>(Newly established)</u></p>	<p>Article <u>27</u>. Release of Liability of Directors <u>In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may enter into contracts with Outside Directors in order to limit the liability of such Directors for damage caused by neglecting their duties. However, the total maximum liability under such contracts shall be limited to the extent of the total minimum liability stipulated in laws and regulations.</u></p>
<p>Article <u>24</u>. Advisers and Consultants</p>	<p>Article <u>28</u>. Advisers and Consultants</p>

Existing Articles of Incorporation	Proposed Amendments
<p>The Company may appoint a number of advisers and consultants by resolution of the Board of Directors.</p> <p style="text-align: center;">CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</p> <p>Article <u>25</u>. Number The Company shall not have more than seven (7) Corporate Auditors.</p> <p>Article <u>26</u>. Election</p> <ol style="list-style-type: none"> Corporate Auditors shall be elected at a general meeting of shareholders. Resolution for election of Corporate Auditors shall be adopted by a majority of voting rights of shareholders present at the meeting, a quorum for which shall be one-third (1/3) or more of the voting rights <u>held by all shareholders</u>. <p>Article <u>27</u>. Term of Office</p> <ol style="list-style-type: none"> The term of office of a Corporate Auditor shall expire at the conclusion of the ordinary meeting of shareholders for the last <u>accounting period</u> ending within four (4) years from his/her <u>assumption of office</u>. The term of office of a Corporate Auditor elected to fill a vacancy shall be until the term of office of the retired Corporate Auditor expires. <p>Article <u>28</u>. Full-time Corporate Auditors and Standing Corporate Auditors Corporate Auditors shall elect full-time Corporate Auditors by <u>mutual vote</u>. Corporate Auditors may separately <u>determine</u> standing Corporate Auditors by <u>mutual vote</u>.</p> <p>Article <u>29</u>. Convocation of the Board of Corporate Auditors A notice for convening a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor at least three (3) days prior to the date of such meeting. However, such period may be shortened in emergencies.</p> <p>Article <u>30</u>. Regulations of the Board of Corporate Auditors Matters relating to the Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors determined by the Board of Corporate Auditors <u>as well as provisions separately stipulated in laws and regulations or the Articles of Incorporation</u>.</p>	<p>The Company may appoint a number of advisers and consultants by resolution of the Board of Directors.</p> <p style="text-align: center;">CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</p> <p>Article <u>29</u>. Number The Company shall not have more than seven (7) Corporate Auditors.</p> <p>Article <u>30</u>. Election</p> <ol style="list-style-type: none"> Corporate Auditors shall be elected at a general meeting of shareholders. Resolution for election of Corporate Auditors shall be adopted by a majority of voting rights of shareholders present at the meeting, a quorum for which shall be <u>the presence of shareholders with one-third (1/3) or more of the voting rights exercisable for such meeting</u>. <p>Article <u>31</u>. Term of Office</p> <ol style="list-style-type: none"> The term of office of a Corporate Auditor shall expire at the conclusion of the ordinary meeting of shareholders for the last <u>business year</u> ending within four (4) years from his/her <u>election</u>. The term of office of a Corporate Auditor elected to fill a vacancy shall be until the term of office of the retired Corporate Auditor expires. <p>Article <u>32</u>. Full-time Corporate Auditors and Standing Corporate Auditors <u>The Board of</u> Corporate Auditors shall elect full-time Corporate Auditors by <u>its resolution</u>. <u>The Board of</u> Corporate Auditors may separately <u>elect</u> standing Corporate Auditors by <u>its resolution</u>.</p> <p>Article <u>33</u>. Convocation of the Board of Corporate Auditors A notice for convening a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor at least three (3) days prior to the date of such meeting. However, such period may be shortened in emergencies.</p> <p>Article <u>34</u>. Regulations of the Board of Corporate Auditors Matters relating to the Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors determined by the Board of Corporate Auditors, <u>unless otherwise provided for by laws and regulations or these Articles of Incorporation</u>.</p>

Existing Articles of Incorporation	Proposed Amendments
<p data-bbox="225 304 703 427"><u>Article 31. Compensation</u> <u>Compensation for Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</u></p> <p data-bbox="405 465 603 495">(Newly established)</p> <p data-bbox="357 781 654 810">CHAPTER VI ACCOUNTS</p> <p data-bbox="225 815 764 938"><u>Article 32. Fiscal Year</u> The <u>fiscal</u> year of the Company shall be from January 1 to December 31 of each year, <u>and the accounts of the Company shall be closed at the end of the fiscal year.</u></p> <p data-bbox="225 974 775 1097"><u>Article 33. Dividends</u> <u>Dividends shall be paid to the shareholders or registered pledgees who are recorded in the shareholders' register as of the end of each accounting period.</u></p> <p data-bbox="225 1198 783 1417"><u>Article 34. Interim Dividends</u> By resolution of the Board of Directors, the Company may <u>make a cash distribution (hereinafter interim dividends) in accordance with the provisions of Article 293-5 of the Commercial Code</u> to the shareholders or registered pledgees who are recorded in the shareholders' register as of June 30 of each year.</p> <p data-bbox="225 1453 770 1704"><u>Article 35. Period of Limitation of Dividends, etc.</u> 1. The Company shall be exempted from the obligation of the payment of <u>dividends</u> and interim dividends if they have not been received after the lapse of three (3) years from the date of commencement of such payment. 2. No interest shall accrue on outstanding dividends described in the preceding paragraph.</p> <p data-bbox="225 1740 778 1986"><u>Supplementary Provision 2</u> <u>Notwithstanding the provisions of Article 19 hereof, the term of office of those Directors who were elected at the 47th Ordinary General Meeting of Shareholders of the Company held on March 24, 2005 shall expire at the conclusion of the 49th Ordinary General Meeting of Shareholders of the Company. This Supplementary Provision 2 shall be deleted concurrently upon</u></p>	<p data-bbox="1038 304 1134 333">(Deleted)</p> <p data-bbox="809 465 1362 745"><u>Article 35. Release of Liability of Corporate Auditors</u> <u>In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may enter into contracts with Outside Corporate Auditors in order to limit the liability of such Corporate Auditors for damage caused by neglecting their duties. However, the total maximum liability under such contracts shall be to the extent of the total minimum liability stipulated in laws and regulations.</u></p> <p data-bbox="938 781 1235 810">CHAPTER VI ACCOUNTS</p> <p data-bbox="809 815 1362 904"><u>Article 36. Business Year</u> The <u>business</u> year of the Company shall be from January 1 to December 31 of each year.</p> <p data-bbox="809 974 1358 1162"><u>Article 37. Distribution of Retained Earnings</u> 1. <u>By resolution of a general meeting of shareholders, the Company may pay year-end dividends to shareholders or registered pledgees who are recorded in the shareholders' register as of December 31 of each year.</u></p> <p data-bbox="809 1229 1350 1386">2. <u>By resolution of the Board of Directors, the Company may pay interim dividends to the shareholders or registered pledgees who are recorded in the shareholders' register as of June 30 of each year.</u></p> <p data-bbox="809 1453 1366 1704"><u>Article 38. Period of Limitation of Dividends, etc.</u> 1. The Company shall be exempted from the obligation of the payment of <u>year-end</u> dividends and interim dividends if they have not been received after the lapse of three (3) years from the date of commencement of such payment. 2. No interest shall accrue on outstanding dividends described in the preceding paragraph.</p> <p data-bbox="1038 1740 1134 1769">(Deleted)</p>

Existing Articles of Incorporation	Proposed Amendments
<u>conclusion of the 49th Ordinary General Meeting of Shareholders of the Company.</u>	

Proposal No. 3: Election of eight (8) Directors

As the terms of office of all seven (7) Directors will expire at the close of this General Meeting of Shareholders, we propose that one Director be increased and eight (8) Directors be elected, taking into account the capital tie-up with Minami Kyushu Coca-Cola Bottling Co., Ltd.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies	No. of Company Stocks Owned
1	Norio Sueyoshi (February 18, 1945)	<p>April 1967 Joined COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 1991 Director, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 1995 Managing Director, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>August 1997 Senior Managing Director, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 1999 Executive Vice President, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 2001 Director, COCA-COLA WEST HOLDINGS CO., LTD. Vice President, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>October 2001 Representative Director of Specified Nonprofit Corporation Ichimura Kyushu School of Nature (incumbent)</p> <p>March 2002 Representative Director, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent) President & CEO, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>July 2006 CEO, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent)</p>	14,464
2	Tadatsugu Harada (September 4, 1945)	<p>April 1968 Joined COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 1997 Director, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 1999 Corporate Officer, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 2001 Associate Senior Corporate Executive Officer, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>April 2003 Senior Corporate Executive Officer, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 2005 Director, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent) Vice President, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>July 2006 Director, Coca-Cola West Japan Co., Ltd. Vice President, Coca-Cola West Japan Co., Ltd.</p> <p>March 2007 Representative Director, Coca-Cola West Japan Co., Ltd. (incumbent) President, Coca-Cola West Japan Co., Ltd. (incumbent)</p>	6,241

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies	No. of Company Stocks Owned
3	Koichi Morii (February 11, 1945)	<p>April 1967 Joined Nippon Reizo Co. (present Nichirei Corp.)</p> <p>January 1995 Director & President, Nichirei Foods America, Inc.</p> <p>June 1997 Director, Nichirei Corp. President, Nichirei Foods, Inc.</p> <p>March 1999 Senior Corporate Executive Officer, Sanyo Coca-Cola Bottling Co., Ltd.</p> <p>July 1999 Senior Corporate Executive Officer, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>March 2001 Representative Director & President, Sanyo Coca-Cola Sales Co., Ltd.</p> <p>March 2005 Director, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent) Executive Vice President, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>July 2006 Director, Coca-Cola West Japan Co., Ltd. (incumbent) Executive Vice President, Coca-Cola West Japan Co., Ltd. (incumbent)</p>	3,430
4	Tamio Yoshimatsu (February 10, 1947)	<p>March 1969 Joined Kinki Coca-Cola Bottling Co., Ltd.</p> <p>March 2000 Director, Kinki Coca-Cola Bottling Co., Ltd.</p> <p>March 2004 Managing Director, Kinki Coca-Cola Bottling Co., Ltd.</p> <p>March 2006 Senior Managing Director, Kinki Coca-Cola Bottling Co., Ltd. Executive Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd.</p> <p>July 2006 Director, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent) Executive Corporate Officer, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent) CMO, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent)</p> <p>March 2007 Representative Director, Kinki Coca-Cola Bottling Co., Ltd. (incumbent) President, Kinki Coca-Cola Bottling Co., Ltd. (incumbent)</p>	1,588
5	Shigeki Ota (February 27, 1950)	<p>April 1973 Joined Kirin Brewery Co., Ltd.</p> <p>January 2001 Vice President, International Beer Company of Kirin Brewery Co., Ltd.</p> <p>March 2002 Director, San Miguel Corp.</p> <p>March 2004 Managing Director, Kinki Coca-Cola Bottling Co., Ltd. (incumbent)</p> <p>March 2006 Senior Corporate Officer, Kinki Coca-Cola Bottling Co., Ltd. (incumbent)</p>	451

No.	Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies	No. of Company Stocks Owned
6	Masamitsu Sakurai (January 8, 1942)	<p>April 1966 Joined Ricoh Co., Ltd.</p> <p>May 1984 Director & President, Ricoh UK Products Ltd.</p> <p>June 1992 Director, Ricoh Co., Ltd.</p> <p>April 1993 Director & President, Ricoh Europe B.V.</p> <p>June 1994 Managing Director, Ricoh Co., Ltd.</p> <p>April 1996 Representative Director & President, Ricoh Co., Ltd.</p> <p>March 2005 Representative Director, COCA-COLA WEST HOLDINGS CO., LTD. Chairman, COCA-COLA WEST HOLDINGS CO., LTD.</p> <p>June 2005 Representative Director, Ricoh Co., Ltd. (incumbent) President & Corporate Executive Officer, Ricoh Co., Ltd. (planned to assume Chairman of the Board as of April 1, 2007)</p> <p>July 2006 Director, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent) Representative Director, Coca-Cola West Japan Co., Ltd. (planned to resign as of March 23, 2007) Chairman, Coca-Cola West Japan Co., Ltd. (planned to resign as of March 23, 2007)</p>	-
7	Masahiko Uotani (June 2, 1954)	<p>April 1977 Joined The Lion Dentifrice Co., Ltd. (present Lion Corp.)</p> <p>April 1989 Vice President & Representative Director, Jacobs Suchard Japan Co., Ltd. (present Kraft Suchard Japan K.K.)</p> <p>May 1994 Executive Vice President & Director, Coca-Cola (Japan) Co., Ltd.</p> <p>April 1999 Senior Vice President & Director, Coca-Cola (Japan) Co., Ltd.</p> <p>October 2001 President & Representative Director, Coca-Cola (Japan) Co., Ltd.</p> <p>March 2003 Director, COCA-COLA WEST HOLDINGS CO., LTD. (incumbent)</p> <p>August 2006 Chairman & Representative Director, Coca-Cola (Japan) Co., Ltd. (incumbent)</p>	-
8	Kokichi Honbo (May 9, 1940)	<p>Dec. 1969 Joined Minami Kyushu Coca-Cola Bottling Co., Ltd.</p> <p>March 1989 Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.</p> <p>Feb. 1992 Managing Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.</p> <p>Dec. 1995 Senior Managing Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.</p> <p>March 1999 Vice President & Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.</p> <p>March 2002 Vice President & Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd.</p> <p>March 2003 President and Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd. (incumbent)</p>	1,551

Notes:

1. Special interest relationships between the Company and candidates for Directors are as follows:
 - (1) Norio Sueyoshi, a candidate for Director, concurrently serves as Representative Director of Specified

Nonprofit Corporation Ichimura Kyushu School of Nature, and the Company disburses operating expenses, etc. to the said corporation as expenses for contribution to the regional community.

- (2) Masahiko Uotani, a candidate for Director, is Chairman & Representative Director, Coca-Cola (Japan) Co., Ltd., which has signed contracts with the Company for the production and sales of Coca-Cola, etc., the use of trademark, and other matters. In addition, Coca-cola (Japan) has business relations with the Company regarding receipt, etc. of sales promotion rebates.
 - (3) Kokichi Honbo, a candidate for Director, is President & Representative Director, Minami Kyushu Coca-Cola Bottling Co., Ltd., which has signed contracts with the Company for the procurement and sales of Coca-Cola, etc.
 - (4) There is no special interest between the Company and the other candidates for Directors.
2. Masahiko Uotani and Kokichi Honbo are candidates for Outside Directors.

Proposal No. 4: Election of one (1) Corporate Auditor

As the term of office of Corporate Auditor Isanari Ouchida will expire at the close of this General Meeting of Shareholders, we propose that one (1) Corporate Auditor be elected as his replacement.

We have obtained the consent of the Board of Corporate Auditors in connection with this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of Birth)	Brief personal profile, position and responsibility in the Company, and representation for other companies	No. of Company Stocks Owned
Katsumi Sasaki (April 20, 1945)	April 1968 Joined Nishi-Nippon Sogo Bank, Ltd. (present The Nishi-Nippon City Bank, Ltd.) June 1995 Director, Nishi-Nippon Bank, Ltd. June 2000 Managing Director, Nishi-Nippon Bank, Ltd. June 2002 Representative Director, Nishi-Nippon Bank, Ltd. (incumbent) Senior Managing Director, Nishi-Nippon Bank, Ltd. June 2006 Deputy President, The Nishi-Nippon City Bank, Ltd. (incumbent)	-

Notes:

1. There is no special interest between the Company and the candidate for Corporate Auditor.
2. Katsumi Sasaki is a candidate for Outside Corporate Auditor.