

To Our Shareholders

Takeshi Niinami
President & CEO
Lawson, Inc.
9-1, Toyotsu-cho, Suita, Osaka

**NOTICE OF THE RESOLUTIONS BY THE 27TH
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you of the presentations and resolutions approved by the 27th Ordinary General Meeting of Shareholders held today as follows:

Presentations:

We reported the Balance Sheets as of February 28, 2002, and the Business Report and Statements of Income for the 27th Fiscal Term (from March 1, 2001, to February 28, 2002). (Refer to the enclosed Business Report for the 27th Fiscal Term with regard to the summary thereof.)

Resolutions:

Proposal No. 1: Approval of the Proposal of Appropriation of Retained Earnings for the 27th Fiscal Term

Proposal No. 1 was approved and passed in its original form. It was resolved that the year-end dividend for the 27th Fiscal Term is ¥21 per share. As a result, annual dividend resulted in ¥41 per share, an increase of ¥6 over the previous fiscal term.

Proposal No. 2: Acquisition of the treasury stock

Proposal No.2 was approved and passed in its original form. It was resolved that the Company will be able to purchase its treasury stock within the limit of ¥28 billion for a total of seven million shares by the conclusion of the next ordinary general meeting of shareholders.

Proposal No. 3: Partial amendment to the Articles of Incorporation

Proposal No. 3 was approved and passed in its original form. The new Articles of Incorporation of the Company after all the amendments are included are as attached below:

Proposal No. 4: Election of eight (8) directors

Proposal No. 4 was approved and passed in its original form. Kenji Fujiwara, Teruo Aoki, Eiichi Tanabe and Hiroshi Tasaka were re-appointed while Takeshi Niinami, Reiko Okutani, and Yorihiro Kojima were newly appointed. They all have taken office as directors.

Proposal No. 5: Election of one (1) corporate auditor

Proposal No. 5 was approved and passed in its original form. Sadao Suzuki was re-appointed and has taken office as corporate auditor.

Proposal No. 6: Issuance of stock options as incentive of directors, executive officers and certain management staff

Proposal No.6 was approved and passed in its original form. It was resolved that the Company will be able to issue 4,000 stock options as incentive to a total of 680 directors, executive officers and certain management staff without charge.

Proposal No.7: Presentation of retirement benefits to retiring and resigned directors

Proposal No. 7 was approved and passed in its original form. It was resolved that retirement benefits within the range of a total 472,720,000 yen will be presented to 16 former directors who retired and resigned from December

31,2002 to May 29,2002. The actual amount, timing and method of presentation are left to the termination of the Board of Directors.

● **Executive Management**

The management of the Company were determined as shown below at the meeting of the Board of Directors and by a mutual vote of the members of the Board of Corporate Auditors, both of which held after the closing of this 27th Ordinary General Meeting of Shareholders.

Representative Director	Kenji Fujiwara	Chairman of the Board
Representative Director	Takeshi Niinami	President & CEO
Director	Teruo Aoki	Senior Executive Vice President
Director	Eiichi Tanabe	Executive Vice President
Director	Sumiya Nakajima	Executive Vice President
Director	Hiroshi Tasaka	Professor, Postgraduate Dept., Tama University.
Director	Reiko Okutani	President, The R Co., Ltd.
Director	Yorihiko Kojima	Representative Director, Executive Vice President, Mitsubishi Corporation
Standing Corporate Auditor	Masaaki Kojima	
Standing Corporate Auditor	Sadao Suzuki	
Corporate Auditor	Itsuo Jitoshō	Professor, Faculty of Commercial Science, Distribution Science University
Corporate Auditor	Yoshiyuki Sanada	Controller, New Function Group, Mitsubishi Corporation

The executive officers of the Company as of June 1, 2002, are as follows.

President & CEO	Takeshi Niinami	
Senior Executive Vice President	Teruo Aoki	General Manager, New Business Development Division
Executive Vice President	Eiichi Tanabe	General Manager, Corporate Planning Office
Executive Vice President	Sumiya Nakajima	General Manager, General Affairs Office
Executive Vice President	Susumu Hasegawa	General Manager, Information Systems Office
Executive Vice President	Katsuhiko Yamasaki	General Manager, Line Support Office
Senior Vice President	Kenji Yamakawa	General Manager, Internal Audit Office
Senior Vice President	Shigeru Kiyota	President, Lawson CS Card, Inc.
Senior Vice President	Ichiro Okuda	General Manager, Area Strategy Office
Senior Vice President	Isamu Ochiai	President, Shanghai Hualian Lawson Co., Ltd.
Senior Vice President	Yoshio Shinozaki	General Manager, Store Operation Division
Senior Vice President	Kiyoteru Suzuki	General Manager, Life Support Office
Senior Vice President	Sadayuki Nobayashi	General Manager, Customer Satisfaction Promotion Office
Senior Vice President	Shoji Shiba	General Manager, Finance & Accounting Office
Senior Vice President	Takatoshi Kawamura	General Manager, Merchandizing & Logistics Division

Senior Vice President	Manabu Asano	General Manager, Store Development Division
Senior Vice President	Yoshimitsu Futai	Deputy General Manager, Merchandizing & Logistics Division, Procurement SCM & Quality Assurance
Senior Vice President	Minoru Okada	President, Lawson Tickets Co., Ltd.
Senior Vice President	Jyosuke Kishimoto	President, Lawson ATM Networks, Inc.

● **Articles of Incorporation after partial amendments were approved**

**Articles of Incorporation
of
LAWSON, INC.**

CHAPTER I: General Rules

ARTICLE 1: Trade Name

The Company shall be called KABUSHIKI KAISHA LAWSON, and its English name shall be “LAWSON, INC.”

ARTICLE 2: Purposes of Incorporation

The Company shall be organized for the purpose of operating the following businesses:

1. To sell foods, daily necessities, clothing, furniture, bedclothes, electrical appliances, materials for photographic equipment and tools, petroleum products, sporting goods, toys, cosmetics, medical equipment, quasi-drugs and pharmaceuticals;
2. To sell watches, eyeglasses, precious metals and jewelry;
3. To sell all kinds of alcoholic beverages, salt, rice, cigarettes and smoking goods;
4. To sell post stamps, postcards and fiscal stamps;
5. To sell musical instruments, musical records, videotapes, compact discs and laser discs;
6. To sell magazines, books, newspapers and works of fine art;
7. To sell seeds, bulbs, plants, animals, animal feeds and fertilizer;
8. To sell motor vehicles, motorcycles and bicycles;
9. To sell computers and computer software;
10. To operate the business of catalog-based mail orders;
11. To act as an agent for such businesses as courier service, cleaning, and ticket sale ;
12. To sell gift coupons;
13. To operate bill settlement and collection services as agency for public utility charges;
14. To act as an advertising agent, a general travel operator, a domestic travel operator, a travel agent, and a printing and publishing agent, and manage parking lots;
15. To offer life insurances, act as a non-life insurance agent, and provide intermediacy for and support for the special security handlings of non-life insurance companies;
16. To undertake inventory clearance;
17. To operate freight transportation;
18. To buy, sell, lease and repair real estate, movable effects, in-store equipment and fixtures and fittings;
19. To design, administer and operate architectural and civil engineering works;
20. To finance and provide intermediacy for financing, and provide credit card service;
21. To operate data processing and information supply services, and telecommunications businesses under the Telecommunications Business Law;
22. To sell award-carrying vouchers under the Award-Carrying Vouchers Act (*Tosenkintsukishohyoho*);
23. To provide of technical support, guidance, research, training, publicity and advertising with regard to the management of convenience stores in a franchised chain system, and publish printed materials therefor;
24. To do consulting on various information distribution systems;
25. To implement and install ATMs and conduct commissioned jobs involved in such operations;
26. To operate wholesaling, distribution, lease, export and import of the products listed in above 1–12; and
27. To operate any and all other businesses incidental to or relating to the businesses listed above.

ARTICLE 3: Location of Head Office

The head office of the Company shall be located in Suita, Osaka Prefecture, Japan.

ARTICLE 4: Method of Public Notice

Public notices of the Company shall be made in the daily newspaper *Nihon Keizai Shimbun*.

CHAPTER II: Shares

ARTICLE 5: Total Number of Shares to be Issued by the Company

The total number of shares in capital stock authorized to be issued by the Company shall be 412,300,000. Provided, however, that the total number of shares authorized to be issued by the Company shall be reduced by the number.

ARTICLE 6: The Number in a Unit (*tangen*) of Shares and Non-issuance of Share Certificates Stating the Numbers Less than a Unit (*tangen*) of Shares

The number of shares that will constitute one unit (*tangen*) of shares of the Company shall be one hundred (100).

2) The Company shall not issue share certificates stating the numbers less than one unit (*tangen*) of shares (hereinafter referred to as “Less-than-unit (*tangen*) shares”). Provided, however, this provision shall not apply to the cases provided for by Share Handling Regulations.

ARTICLE 7: Transfer Agent

The Company shall appoint a transfer agent to handle the transfer of shares and stock options.

2) The transfer agent and his/her office shall be designated by a resolution of the Board of Directors of the Company.

3) The register of shareholders (including the register of beneficial shareholders, hereinafter the same is applicable) and the register of stock options of the Company shall be kept at the share handling office of the transfer agent, and the transfer agent shall handle transfer of titles of shares and stock options and other related businesses, including registration of pledges on shares, declaration of trust assets, issuance of share certificates, acceptance of notifications and handling of applications for a purchase of shares of less than one (1) unit (*tangen*). The Company shall not handle such matters.

ARTICLE 8: Record Date

The Company shall regard the shareholders (including beneficial shareholders, hereinafter the same is applicable) written or recorded in the latest register of shareholders as of the closing date of accounts as the shareholders entitled to exercise their rights as shareholders at the ordinary general meeting of shareholders for the relevant fiscal year.

In addition to the preceding paragraph, whenever necessary, the Company may, by a resolution of the Board of Directors and with a prior public notice, regard the shareholders or registered pledgees written or recorded in the register of shareholders as of a certain date to be the shareholders or the registered pledgees who are entitled to exercise their rights.

ARTICLE 9: Share Handling Regulations

Any change of the classes and/or titles of shares and stock options, other procedures and fees therefore as to the shares and stock options of the Company shall be subject to Share Handling Regulations stipulated by the Board of Directors.

CHAPTER III: General Meeting of Shareholders

ARTICLE 10: Time and Place to Convene General Meetings of Shareholders

The ordinary general meeting of shareholders of the Company shall be convened within three (3) months after the day following the last day of each business year. Extraordinary general meetings of shareholders may be called at any time whenever necessary.

2) General meetings of shareholders may be convened not only in Suita or any city adjacent to Osaka but also in Chiyoda-ku, Minato-ku, Chuo-ku or Shinagawa-ku in Tokyo, Japan.

ARTICLE 11: Convocation and Chairperson of General Meetings of Shareholders

General meetings of shareholders shall be convened by a resolution of the Board of Directors, and a director previously appointed by the Board of Directors shall preside over the general meetings of shareholders. In the event the director as such is unable to act as chairperson, another director shall act in his/her place in the order predetermined by the Board of Directors.

ARTICLE 12: Method of Adopting Resolutions

A general meeting of shareholders shall adopt resolutions by a majority of votes of the shareholders present, unless otherwise provided in the law, regulations or provisions of these Articles of Incorporation.

ARTICLE 13: Voting by Proxy

A shareholder may exercise his/her voting right in the general meetings of shareholders by appointing any other shareholder of the Company having voting rights as his/her proxy. The shareholder or his/her proxy shall submit a power of attorney to the Company at each general meeting of shareholders.

CHAPTER IV: Directors and Board of Directors

ARTICLE 14: Number of Directors

The number of directors of the Company shall be not less than three (3) and not exceed eleven (11).

ARTICLE 15: Election of Directors

Directors shall be elected at a general meeting of shareholders. For adoption of a resolution to elect directors, not less than one-third (1/3) of the voting rights held by all shareholders should be represented by the shareholders present.

2) No cumulative voting shall be used for adoption of a resolution to elect directors.

ARTICLE 16: Term of Office of Directors

The term of office of directors shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last fiscal year within two (2) years following their assumption of office.

2) The term of office of directors who are elected to fill vacancies shall expire at the end of the remaining term of the office of their predecessors.

3) The term of office of those who are elected to increase the number of directors shall expire at the end of the remaining term of other directors already in office.

ARTICLE 17: Representative Director

Representative Director shall be elected by a resolution of the Board of Directors.

ARTICLE 18: Notice of Meetings of Board of Directors

Notices of meetings of the Board of Directors shall be given to each director and corporate auditor at least three (3) days prior to the set date of each meeting.

In case of emergency, however, the above period may be shortened.

ARTICLE 19: Regulations of the Board of Directors

Matters with respect to the Board of Directors shall be subject to laws, regulations in this Articles of Incorporation and the Regulations of the Board of Directors stipulated by the Board of Directors.

CHAPTER V: Corporate Auditors and Board of Corporate Auditors

ARTICLE 20: Number of Corporate Auditors

The number of corporate auditors of the Company shall not exceed four (4).

ARTICLE 21: Election of Corporate Auditors

Corporate auditors shall be elected at a general meeting of shareholders. For adoption of a resolution to elect corporate auditors, not less than one-third (1/3) of the voting rights held by all shareholders should be represented by the shareholders present.

ARTICLE 22: Term of Office of Corporate Auditors

The term of office of corporate auditors shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last fiscal year within three (3) years following the assumption of office.

2) The term of office of corporate auditors who are elected to fill vacancies shall expire at the end of the remaining term of office of their predecessors.

ARTICLE 23: Standing Corporate Auditors

The corporate auditors shall elect one (1) or more standing corporate auditor(s) to serve full-time by mutual votes of corporate auditors.

ARTICLE 24: Notice of Meetings of the Board of Corporate Auditors

Notices of meeting of the Board of Corporate Auditors shall be given to each corporate auditor at least three (3)

days prior to the set date of each meeting.

In case of emergency, however, the above period may be shortened.

ARTICLE 25: Regulations of the Board of Corporate Auditors

Matters with respect to the Board of Corporate Auditors shall be subject to laws, regulations and the Regulations of the Board of Corporate Auditors stipulated by the Board of Corporate Auditors.

CHAPTER VI: Executive Officers

ARTICLE 26: Executive Officers

The Company may appoint executive officers by a resolution of the Board of Directors, and entrust them with the execution of business and affairs.

2) The relationship between the Company and executive officers shall be in accordance with the provisions related to the appointment of an agent.

CHAPTER VII: Accounts

ARTICLE 27: Business Year

The business year of the Company shall be one (1) year from March 1 to the last day of February the following year, and the annual accounts shall be closed at the end of each business year.

ARTICLE 28: Profit Distribution

Profit distribution of the Company shall be paid to the shareholders or the registered pledgees who are written or recorded in the latest register of shareholders of the Company as of the end of each business year.

ARTICLE 29: Interim Dividends

The Company may, by a resolution of the Board of Directors, distribute cash as interim dividends to the shareholders or the registered pledgees who are written or recorded in the latest register of shareholders as of August 31 of each business year.

ARTICLE 30: Period of Exclusion of Dividends

The Company shall be exempted from its liability for any profit distributions or interim dividends remaining unclaimed for more than three (3) years from the day on which such dividend becomes due.

2) No interest shall accrue on unclaimed dividends in the preceding paragraph.

INFORMATION

1. Payment of Dividends for the 27th Fiscal Term

● For shareholders who have designated the bank account to which they want a transfer of dividends:
Please confirm the enclosed “Statement of the 27th Term Dividend” and the “Confirmation of the Bank Account for Transfer of Dividends.”

● For shareholders who wish to receive the payment of dividends at a post office:
The payment period at post offices is from Thursday, May 30, 2002, through Monday, July 1, 2002. Please enter the necessary columns of the enclosed “Notice on Postal Transfer Payment,” set your seal thereon, and send it to the transfer agent branch mentioned below.

Stock Transfer Agency Department,
The Chuo Mitsui Trust and Banking Company, Limited
2-8-4, Izumi, Suginami-ku, Tokyo Japan
168-0063
Tel: 81-3-3323-7111 (switchboard)

2. Computerized Public Notice of the Company’s Closing of Accounts

As for the Company’s public notice on the closing of accounts, we inform you that the Balance Sheets and Statements of Income of the Company are stated on the Web site below in place of the previous public notice on a *Nihon Keizai Shimbun* daily newspaper.

<http://www.lawson.co.jp/kessan/index.html>

Note: This document has been translated from 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.