

June 7, 2017

To our shareholders

2-2-1, Ohtemachi , Chiyoda-ku, Tokyo, Japan

Shindengen Electric Manufacturing Co., Ltd.

Yoshinori Suzuki, President

Notice of Convocation of the 93rd Ordinary General Meeting of Shareholders

We would like to express our heartfelt appreciation for your long-standing patronage of Shindengen Electric Manufacturing Co., Ltd.

We hereby notify you that the 93rd Ordinary General Meeting of Shareholders of Shindengen Electric Manufacturing Co., Ltd. will be held as stated below, and that you are cordially invited to attend the Meeting.

If you are not able to attend the Meeting, you can exercise your voting rights by mail or electromagnetic means (the internet etc.). After reading the reference documents below, your voting instructions must be received no later than 5:10 p.m. on Wednesday, June 28, 2017 in accordance with “Instructions concerning the exercising of voting rights” on the next page.

Notice of Meeting

- 1. Date and time:** Thursday, June 29, 2017, 10:00 a.m.
- 2. Place:** Hotel Heritage HANNO sta., Heritage Hall (6th floor)
11-21 Nakacho, Hanno-city, Saitama, Japan
- 3. Agenda**
 - Reports:**
 1. Business report, consolidated financial statements, and consolidated financial statement audit reports by the accounting auditors and the Board of Corporate Auditors for the 94th fiscal year (from April 1, 2016 to March 31, 2017)
 2. Non-consolidated Financial statements for the 94th fiscal year (from April 1, 2016 to March 31, 2017)

Resolutions:

- | | |
|--------------------|---|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Consolidation of Shares |
| Proposal 3: | Partial Amendments to Articles of Incorporation |
| Proposal 4: | Election of six (6) Directors |
| Proposal 5: | Election of one (1) Audit & Supervisory Board Member |
| Proposal 6: | Election of one (1) Substitute Audit & Supervisory Board Member |

4. Decisions concerning the convocation of the meeting

Please refer to “Instructions concerning the exercising of voting rights” on the next page.

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If you plan to attend the Meeting, please bring the enclosed voting card with you and present it at the reception desk at the Meeting.

If revisions are made to any of the reference documents for shareholders, business reports, financial statements, and consolidated financial statements, said revisions will be posted on our website at (<http://www.shindengen.co.jp/ir/>).

### *Instructions concerning the exercising of voting rights*

- (1) In the case of voting twice via mail (voting card) and via the Internet

Please take note that if you vote twice via mail (voting card) and via the Internet, the vote that you gave via the Internet will be taken as an effective vote.

- (2) In the case of voting via the Internet more than once

If you vote via the Internet more than once, the last vote you give will be taken as an effective vote.

- (3) Procedures for voting via the Internet

When voting via the Internet, please confirm the following points before doing so.

If you plan to attend the Meeting on the day, you do not have to complete the procedures for voting via mail (voting card) or via the Internet.

### *Website for voting*

- (i) Voting via the Internet can only be done by visiting the voting website specified by our Company (<http://www.evotep.jp/>) using a personal computer, a smartphone, or a mobile phone \*(i-mode, EZweb, or Yahoo!). (Please note that the site is not accessible from 2:00 a.m. to 5:00 a.m.)

\* “i-mode”, “EZweb”, or “Yahoo!” is a trademark or a registered trademark of NTT DOCOMO, Inc., KDDI Corporation, or Yahoo! Inc., respectively.

- (ii) You may not be able to exercise your voting rights via the Internet depending on your environment for using the Internet, such as having a firewall for your Internet connection, setting up an anti-virus software on your personal computer, using a proxy server, or not using a TLS-encrypted communication, etc.

- (iii) If you vote via a mobile phone, please use i-mode, EZweb, or Yahoo! To ensure security, the voting website is not compatible with a model incapable of using a TLS-encrypted communication or sending mobile phone information.

- (iv) You can exercise your voting right via the Internet until **5:10 p.m. on Wednesday, June 28, 2017**, but are advised to do so early. If you have any questions, please contact the Help Desk.

### *Method for voting via the Internet*

- (i) On the voting website (<http://www.evotep.jp/>), use the login ID and temporary password written on your voting card, and enter your answers according to the instructions on the screen.

- (ii) Please be aware that the site will ask you to change your temporary password in order to prevent other people from hacking your account or falsifying your vote.

- (iii) You will be provided with a new login ID and temporary password each time a General Meeting of Shareholders is convened.

*Expenses incurred when accessing the voting site*

All expenses incurred when accessing the voting site (fee for Internet connection, etc.) shall be borne by the shareholders. And expenses incurred when accessing the voting site via mobile phones, etc. (packet communication fees, etc.) shall be borne by the shareholders.

*Platform for electronic voting*

Nominee shareholders (including standing proxies) such as trust management banks may apply in advance to use the platform for electronic voting operated by the ICJ Inc., a joint venture company established by the Tokyo Stock Exchange, Inc., and others. In such a case, the shareholders can use the ICJ platform to vote at the General Meeting of Shareholders in addition to the Internet and other methods mentioned above.

All inquiries regarding the computing system, etc. should be addressed to:

Corporate Agency Division (Help Desk)  
Mitsubishi UFJ Trust and Banking Corporation  
Phone: 0120-173-027 (09:00–21:00, toll-free)

## Reference Documents for Shareholders Meeting

### Proposal 1: Appropriation of Surplus

The Company desires to appropriate the surplus in the following manner.

Matters concerning the year-end dividend.

The Company regards the return of profits to shareholders as one of management's important tasks and makes it our basic policy to determine the distribution of profits by taking into account in a general manner the internal reserve to maintain and strengthen its competitiveness in the industry, the level of the return on equity, the performance or the like. The Company desires to declare the year-end dividend of the current term in the following manner.

(1) Type of dividend property

Cash

(2) Matter concerning the assignment of the dividend property and its total amount

The sum of 12.50 yen per one common share of the Company

The total amount shall be 1,287,669,713 yen.

(3) The day on which the distribution of dividend of surplus shall take effect:

June 30, 2017

**Proposal 2: Consolidation of Shares**

1. Reason for conducting the share consolidation

Stock exchanges in Japan have publicly announced their “Action Plan for Integration of Unit for Sale and Purchase” and aim to ultimately integrate the unit for the sale and purchase of the common shares of all listed companies in Japan into 100 shares.

As a corporation listed on the Tokyo Stock Exchange, the Company respects this policy and has decided to change the number of unit shares, which is the unit for the sale and purchase of the shares of the Company, from 1,000 shares to 100 shares. Accordingly, the Company will consolidate its shares (in which 10 shares will be consolidated into one share) so that the level of investment unit or rights of shareholders will not be affected as far as possible.

2. Ratio of consolidation

The Company desires to consolidate every 10 common shares of the Company into one share.

In addition, if any fractional shares are generated as the result of the share consolidation, the Company will dispose of such fractions as a lump sum and distribute the proceeds of such disposition to shareholders who hold such fractional shares according to the size of fraction pursuant to the provisions of the Companies Act.

3. The effective day for the share consolidation

October 1, 2017

4. The total number of authorized shares as of the effective day

The total number of authorized shares of the Company shall be 31 million shares, and the total number of authorized shares in each class shall be as follows:

- Common shares: 31 million shares
- Class A preferred shares: 5 million shares
- Class B preferred shares: 5 million shares

5. Other

- (1) With respect to other necessary matters including the method of disposing of fractional shares, the Company desires to ask all shareholders to have such matters delegated to the board of directors of the Company in the entirety.
- (2) While the total number of shares issued and outstanding of the Company will become one-tenth of that previously as the result of the share consolidation, the asset value of the shares of the Company held by shareholders will not change, excluding other factors including changes in the market situation, since the assets and capital of the Company will not change either before or after the consolidation.
- (3) The consolidations of shares under this agenda item shall take effect on condition that Agenda Item 3 “Partial Amendment to Articles of Incorporation” is approved.

### **Proposal 3: Partial Amendments to Articles of Incorporation**

#### 1. Reason for proposal

- (1) For the purpose of making the current total number of authorized shares consistent with the total number of authorized shares after the reduction of the total number of shares issued and outstanding on condition that Agenda Item 2 “Matters concerning Share Consolidation” is approved, resolved and takes effect, the total number of authorized shares of 310 million shares currently set forth in Article 6 (Total number of authorized shares and the total number of authorized shares in a class) of the Article of Incorporation shall be reduced to 31 million shares, and the total number of authorized shares in a class shall be changed as follows.

Common shares: 310 million shares → 31 million shares

Class A preferred shares: 50 million shares → 5 million shares

Class B preferred shares: 50 million shares → 5 million shares

- (2) Stock exchanges in Japan including Tokyo Stock Exchange, Inc. have publicly announced their “Action Plan for Integration of Unit for Sale and Purchase” and aim to integrate the unit of sale and purchase of shares of all listed companies in Japan into 100 shares. As a corporation listed on the Tokyo Stock Exchange, the Company respects this policy and will change the number of unit shares for its shares currently set forth in Article 8 (Number of unit shares) of the Article of Incorporation from 1,000 shares to 100 shares on condition that Agenda Item 2 “Matters concerning Share Consolidation” is approved and resolved and takes effect.
- (3) A supplemental provision to the effect that the amendment to Article 6 (Total number of authorized shares and the total number of authorized shares in a class) and Article 8 (Number of unit shares) of the current Articles of Incorporation shall take effect on the effective day for the share consolidation shall be established, and such supplemental provision shall be deleted from the Articles of Incorporation after the effective day for the share consolidation.

2. Detailed description of the proposed revisions

The details of the aforementioned revisions are as shown below.

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Revised Articles of Incorporation (draft)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(The total number of authorized shares and the total number of authorized shares in a class)</p> <p>Article 6. The Company’s total number of authorized shares shall be <u>three hundred ten million (310,000,000) shares</u>, and the Company’s total number of authorized shares in a class shall be as follows.</p> <p>Common shares:<br/><u>Three hundred ten million (310,000,000) shares</u></p> <p>Class A preference shares:<br/><u>Fifty million (50,000,000) shares</u></p> <p>Class B preference shares:<br/><u>Fifty million (50,000,000) shares</u></p> <p>(Share units)</p> <p>Article 8. The Company’s share units of common shares, Class A preference shares and Class B preference shares shall be <u>one thousand (1,000) shares</u>, each.</p> | <p>(The total number of authorized shares and the total number of authorized shares in a class)</p> <p>Article 6. The Company’s total number of authorized shares shall be <u>thirty-one million (31,000,000) shares</u>, and the Company’s total number of authorized shares in a class shall be as follows.</p> <p>Common shares:<br/><u>Thirty-one million (31,000,000) shares</u></p> <p>Class A preference shares:<br/><u>Five million (5,000,000) shares</u></p> <p>Class B preference shares:<br/><u>Five million (5,000,000) shares</u></p> <p>(Share units)</p> <p>Article 8. The Company’s share units of common shares, Class A preference shares and Class B preference shares shall be <u>one hundred (100) shares</u>, each.</p> |
| <p>(New establishment)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p><u>Supplementary Provisions</u></p> <p>Article 1. <u>The revisions of Articles 6 and 8 shall take effect on October 1, 2017, and these Supplementary Provisions shall be deleted upon said revisions taking effect.</u></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

#### Proposal 4: Election of six (6) Directors

The term of office of all of the six Directors will expire upon conclusion of this Ordinary General Meeting of Shareholders. It is therefore requested that six Directors be elected from the candidates listed below.

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name<br>(Date of birth)            | Brief background description, positions/tasks at the Company<br>(Situation of important concurrent posts, if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | No. of the Company's shares held by the candidate |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Yoshinori Suzuki<br>(May 21, 1957) | <p>April 1982      Joined the Company.</p> <p>March 1996      Managing Director, Shindengen Singapore Pte Ltd.</p> <p>April 1999      Department Manager, Device Overseas Sales Dept., Semiconductor Div., Electronic Device Div. Group.</p> <p>April 2000      Department Manager, Device Overseas Sales Dept., Sales Div., Electronic Device Div. Group.</p> <p>April 2002      Department Manager, Sales Planning Dept., Sales Div., Electronic Device Div. Group.</p> <p>April 2003      Department Manager, Marketing Dept. II, Consumer Electronics Sales Div., Electronic Device Div. Group.</p> <p>April 2005      Branch Manager, Osaka Branch, Area Sales Management Div., Sales Div Group</p> <p>April 2006      Branch Manager, Osaka Branch, Area Sales Div., Electronic Device .Sales Div Group</p> <p>April 2007      General Manager, Electronic Device Sales Div., the Electronic Device Div. Group.</p> <p>June 2008      Officer, Deputy Division Director, Electronic Device Div. Group and General Manager, Electronic Device Sales Div., Electronic Device Div. Group.</p> <p>February 2009      Officer, Corporate Planning Group.</p> <p>June 2009      Director and Officer, Corporate Planning Group.</p> <p>June 2012      Director and Officer,<br/>In charge of Overseas and Area sales.</p> <p>April 2013      Director and Officer, Division Director, Sales Division Group</p> <p>June 2013      Director and Officer,<br/>In charge of Sales and Car electrics .</p> <p>June 2014      Director and Senior Officer,<br/>In charge of Sales and Car electrics</p> <p>April 2015      Director and Senior Officer,<br/>President, Shindengen Device Commerce Co., Ltd.</p> <p>June 2015      Director and Senior Officer,<br/>In charge of structural reform<br/>President, Shindengen Device Commerce Co., Ltd.</p> <p>April 2016      President (current position)</p> | 40,681 common shares                              |
| <p><b>Reasons for nomination as candidate:</b></p> <p>Having been taking the leadership of domestic and overseas sales departments for many years, Mr. Yoshinori Suzuki has a great deal of business experience and excellent credentials as a business person. In addition, he has been serving as President since April 2016 after he had served as Director of the Corporate Planning Group as well as served as a Director and Officer. In his capacity as the President, he has been appropriately exercising control and supervision over the Company's business. We therefore anticipate that he is well-qualified for a leader who is responsible for enhancing the Company's value in a sustainable manner, and he has been nominated as candidate for a Director for the following term.</p> |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                   |



| Candi-<br>date<br>No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Name<br>(Date of birth)             | Brief background description, positions/tasks at the Company<br>(Situation of important concurrent posts, if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | No. of the<br>Company's<br>shares held by<br>the candidate |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Yasumi Negishi<br>(October 8, 1958) | <p>April 1982      Joined the Company.</p> <p>November 2004    Department Manager, Finance Dept.</p> <p>February 2009    Department Manager, Personnel Dept.</p> <p>April 2009        Department Manager, Personnel Dept. and Learning Center.</p> <p>June 2012        Director and Officer, Corporate Planning Group,<br/>In charge of Personnel, Administration and Learning Center.</p> <p>October 2012     Director and Officer, Corporate Planning Group<br/>In charge of Personnel, Administration and Human resources<br/>development.</p> <p>June 2015        Director and Senior Officer, Corporate Planning Group<br/>In charge of Personnel, Administration and Human resources<br/>development.</p> <p>July 2015        Director and Senior Officer, Corporate Planning Group<br/>In charge of Personnel, Administration and Human resources<br/>development.</p> <p>                      President, Shindengen Enterprise Co., Ltd.</p> <p>April 2016        Director and Executive Officer, Corporate Planning Group<br/>In charge of accounting and administration departments.</p> <p>April 2017        Director and Executive Officer (current position), Corporate Planning<br/>Group<br/>In charge of administration departments (current position).</p> | 25,656<br>common<br>shares                                 |
| <p><b>Reasons for nomination as candidate:</b></p> <p>Having been taking the leadership of administration departments for many years, Mr. Yasumi Negishi has wide business experience in accounting, personnel affairs, general affairs, business planning and others, as well as in-depth knowledge of business. Furthermore, he has been acting as Director since June 2012 and has been appropriately overseeing management of the Company. In view of this, the Company recognizes him as an indispensable person for management of the Company; therefore, the Company has continued to choose him as a candidate for the position of Director.</p> |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                            |

| Candi-<br>date<br>No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Name<br>(Date of birth)                | Brief background description, positions/tasks at the Company<br>(Situation of important concurrent posts, if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | No. of the<br>Company's<br>shares held by<br>the candidate |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Kenji Horiguchi<br>(November 16, 1959) | <p>April 1983      Joined the Company</p> <p>April 2000      Department Manager, Device Design Dept., Advanced Power Products Div., Advanced Power Products Div. Group</p> <p>October 2003    Associate General Manager, Advanced Power Products Div., Electronic Device Div. Group;<br/>Department Manager, Design Dept., Advanced Power Products Div., Electronic Device Div. Group</p> <p>April 2005      General Manager, Advanced Power Products Div., Electronic Device Div. Group;<br/>Department Manager, Design Dept., Advanced Power Products Div., Electronic Device Div. Group</p> <p>April 2006      General Manager, Advanced Power Products Div., Electronic Device Div. Group</p> <p>April 2008      General Manager, IC Development Center, Technology &amp; Development Div. Group</p> <p>April 2009      Deputy Division Director, Technology &amp; Development Center</p> <p>June 2010      Officer<br/>President, Higashine Shindengen Co., Ltd.</p> <p>June 2012      Officer<br/>President, Higashine Shindengen Co., Ltd.;<br/>In Charge of Shindengen group Productivity Innovation System (SPIS) Project</p> <p>March 2013     Officer<br/>President, Higashine Shindengen Co., Ltd.;<br/>General Manager, SPIS Project;<br/>In Charge of SPIS Project</p> <p>April 2013      Officer<br/>President, Higashine Shindengen Co., Ltd.</p> <p>June 2013      Director and Officer;<br/>In Charge of Technology, Production, Quality, Intellectual Property and Power Module Products</p> <p>June 2014      Director and Officer;<br/>General Manager, Technology &amp; Development Center;<br/>In Charge of Technology, Production, Quality, Intellectual Property and Power Module Products</p> <p>June 2015      Director and Officer;<br/>In Charge of Technology, Production and Quality</p> <p>April 2016      Director and Senior Officer;<br/>In Charge of Technology, Production and Quality</p> <p>April 2017      Director and Senior Officer (current position);<br/>Factory Director (current position);<br/>In Charge of Structural reform, Materials, Distribution, Magnetic Components (current position)</p> | 21,323<br>common<br>shares                                 |
| <p><b>Reasons for nomination as candidate:</b></p> <p>Mr. Kenji Horiguchi has been mainly engaged in the Design, Production and Quality Management departments and has great insight and plenty of experience in those fields. Furthermore, he has been acting as Director since June 2013 and has been appropriately overseeing management of the Company. In view of this, the Company recognizes him as an indispensable person for management of the Company; therefore, the Company has continued to choose him as a candidate for the position of Director.</p> |                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                            |

| Candi-<br>date<br>No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Name<br>(Date of birth)             | Brief background description, positions/tasks at the Company<br>(Situation of important concurrent posts, if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | No. of the<br>Company's<br>shares held by<br>the candidate |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Nobuyoshi Tanaka<br>(July 20, 1961) | <p>April 1985      Joined the Company</p> <p>October 2006    Department Manager, Planning Dept., Corporate Planning Group</p> <p>April 2010      Department Manager, Administration Dept., Electronic Device Management Div., Electronic Device Div. Group</p> <p>July 2010      General Manager, Electronic Device Management Div., Electronic Device Div. Group</p> <p>June 2011      Officer;<br/>Division Director, Electronic Device Div. Group</p> <p>June 2015      Officer;<br/>Division Director, Electronic Device Div. Group;<br/>Division Director, Sales Div. Group</p> <p>April 2016      Senior Officer;<br/>Division Director, Electronic Device Div. Group;<br/>Division Director, Sales Div. Group</p> <p>April 2017      Senior Officer (current position);<br/>Division Director, Sales Div. Group (current position);<br/>In Charge of Electric Vehicle Project (current position)</p> | 21,042<br>common<br>shares                                 |
| <p><b>Reasons for nomination as candidate:</b></p> <p>Mr. Nobuyoshi Tanaka has been engaged in the Sales departments inside and outside Japan. He has broad business experience and great insight, leading the Corporate Planning Group and the Electronic Device Div. Group. The Company recognizes his experience and knowledge to be indispensable for sustainable improvement in the corporate value; therefore, the Company has chosen him as a candidate for the position of Director.</p> |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                            |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                              | Name<br>(Date of birth)                  | Brief background description, positions/tasks at the Company<br>(Situation of important concurrent posts, if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | No. of the Company's shares held by the candidate |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 5                                                                                                                                                                                                                                                                                                                                                                                          | Ichiro Yamada<br>(August 1, 1949)        | <p>April 1974      Joined Musashino Electrical Communication Laboratories, Nippon Telegraph and Telephone Public Corporation</p> <p>September 1985      Doctor of Engineering, The University of Tokyo</p> <p>January 1993      Deputy Executive Manager, Technology Information, Technology Research Department, Nippon Telegraph and Telephone Corporation</p> <p>February 1995      Executive Manager, Telecommunications Energy Laboratory, NTT Interdisciplinary Research Laboratories, Nippon Telegraph and Telephone Corporation</p> <p>January 1999      Executive Manager, Energy Systems Laboratory, NTT Telecommunications Energy Laboratories, Nippon Telegraph and Telephone Corporation</p> <p>July 2000      Director, NTT Lifestyle and Environmental Technology Laboratories, Nippon Telegraph and Telephone Corporation</p> <p>July 2002      Professor, School of Engineering, The University of Tokyo</p> <p>May 2009      Vice President (Director General, Division for Environment, Health and Safety), The University of Tokyo</p> <p>April 2012      Professor, Graduate School of Frontier Sciences, The University of Tokyo</p> <p>June 2014      Director of the Company (current position)</p> <p>June 2015      Professor Emeritus, The University of Tokyo (current position)</p> | 3,263 common shares                               |
| <p><b>Reasons for nomination as candidate:</b></p> <p>As a university professor, Mr. Ichiro Yamada has filled various important posts. The Company has continued to choose him as a candidate for the position of Outside Director with expectations that he will guide and advise on management of the Company using his specialized knowledge and a wealth of experience.</p>            |                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   |
| 6                                                                                                                                                                                                                                                                                                                                                                                          | Hideyuki Hashimoto<br>(January 25, 1964) | <p>October 1991      Joined Chuo Shinkou Audit Corporation</p> <p>April 1995      Registered as a certified public accountant</p> <p>January 2000      Opened Hashimoto Public Accounting Office</p> <p>April 2000      Registered as a certified tax accountant</p> <p>May 2007      Joined BDO Toyo &amp; Co.</p> <p>June 2014      Senior Partner, BDO Toyo &amp; Co. (current position)</p> <p>June 2015      Director of the Company (current position)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 0 common shares                                   |
| <p><b>Reasons for nomination as candidate:</b></p> <p>Mr. Hideyuki Hashimoto has specialized knowledge and a wealth of experience as both a certified public accountant and a certified tax accountant. The Company has continued to choose him as a candidate for the position of Outside Director with expectations that he will provide useful advice on management of the Company.</p> |                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                   |

Note:

1. There is no special interest between the candidates and the Company.
2. Mr. Nobuyoshi Tanaka is a candidate for the position of Director to be newly appointed.
3. Mr. Ichiro Yamada and Mr. Hideyuki Hashimoto are candidates for the position of Outside Director.
4. Mr. Ichiro Yamada currently is Outside Director of the Company and will have held this position for three years at the conclusion of this General Meeting of Shareholders.
5. Mr. Hideyuki Hashimoto currently is Outside Director of the Company and will have held this position for two years at the conclusion of this General Meeting of Shareholders.
6. The Company has entered into an agreement with Mr. Ichiro Yamada and Mr. Hideyuki Hashimoto pursuant to Article 427, Paragraph 1 of the Companies Act to limit the amount of the liability for damages prescribed in Article 423, Paragraph 1 of the same law. The limit of the liability for damages in this agreement is in line with the amount stipulated by laws and regulations. The Company plans to extend said agreement with them if they are reappointed.
7. The Company has registered Mr. Ichiro Yamada and Mr. Hideyuki Hashimoto as an Independent Director with the Tokyo Stock Exchange, Inc. pursuant to the rules specified by the exchange. The Company plans to continue appointing them as Independent Director if they are reappointed.

### **Proposal 5: Election of One (1) Audit & Supervisory Board Member**

Upon the close of this Ordinary General Meeting of Shareholders, the term of office of Mr. Takashi Okimoto, Audit & Supervisory Board Member, will expire. Accordingly, the Company proposes that one person be elected as Audit & Supervisory Board Member.

This proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for the position of Audit & Supervisory Board Member is as follows:

| Name<br>(Date of Birth)                                                                                                                                                                                                                                                                                                                                                                   | Brief Personal History, Positions at the Company and Important Concurrent Positions | Number of<br>the<br>Company's<br>Shares Held                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| Makoto Fujimaki<br>(February 7, 1953)                                                                                                                                                                                                                                                                                                                                                     | April 1977                                                                          | Joined The Dai-Ichi Kangyo Bank, Ltd.                                                                                         |
|                                                                                                                                                                                                                                                                                                                                                                                           | April 2004                                                                          | Executive Officer, Mizuho Securities Co., Ltd.                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                           | June 2009                                                                           | Senior Managing Officer, Chuo Real Estate Co., Ltd                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                           | June 2010                                                                           | Senior Managing Director, Chuo Real Estate Co., Ltd                                                                           |
|                                                                                                                                                                                                                                                                                                                                                                                           | June 2011                                                                           | President, Chuo Building Management Co., Ltd.                                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                           | April 2014                                                                          | Senior Managing Officer, Chuo Real Estate Co., Ltd                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                           | June 2016                                                                           | Vice President, Chuo Real Estate Co., Ltd (current position);<br>Outside Auditor, New Japan Radio Co.,Ltd. (current position) |
| <b>Reasons for nomination as candidate:</b><br>Mr. Makoto Fujimaki has a wealth of experience and broad knowledge as a business administrator, acting as Director of other companies. Therefore, the Company has chosen him as a candidate for the position of Outside Audit & Supervisory Board Member with expectations that he will supervise and advise on management of the Company. |                                                                                     |                                                                                                                               |

Note:

1. Mr. Makoto Fujimaki is a candidate for the position of Audit & Supervisory Board Member to be newly appointed.
2. There is no special interest between Mr. Makoto Fujimaki and the Company.
3. Mr. Makoto Fujimaki is a candidate for the position of Outside Audit & Supervisory Board Member.
4. If Mr. Makoto Fujimaki's election is approved, the Company plans to enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit the amount of the liability for damages prescribed in Article 423, Paragraph 1 of the same law. The limit of the liability for damages in this agreement is in line with the amount stipulated by laws and regulations.

**Proposal 6:** Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes that one person be elected as Substitute Audit & Supervisory Board Member in case the Company should face a shortfall in the number of Audit & Supervisory Board Members stipulated by laws and regulations.

This proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for the position of Substitute Audit & Supervisory Board Member is as follows:

| Name<br>(Date of Birth)        | Brief Personal History, Positions at the Company and Important Concurrent Positions                                                                              | Number of<br>the<br>Company's<br>Shares Held |
|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| Shoji Chiba<br>(June 25, 1965) | April 1988      Joined the Company<br>April 2010      Department Manager, Planning Dept.<br>April 2014      Department Manager, Finance Dept. (current position) | 9,937<br>common<br>shares                    |

Note:

There is no special interest between Mr. Shoji Chiba and the Company.