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(Stock Exchange Code 6957)  
June 8, 2018

**To Shareholders with Voting Rights:**

Hiroyuki Hashikura  
President  
SHIBAURA ELECTRONICS CO., LTD.  
1-24, Kamiochiai 2-Chome, Chuo-ku,  
Saitama-shi, Saitama, Japan

**NOTICE OF  
THE 60TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 60th Annual General Meeting of Shareholders of Shibaura Electronics Co., Ltd. (the "Company," with its subsidiaries, the "Group") as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the Annual General Meeting of Shareholders described below, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it will be received by the Company on or before 5:00 p.m. Wednesday, June 27, 2018, Japan time.

- 1. Date and Time:** Thursday, June 28, 2018, at 10 a.m. Japan time
- 2. Place:** Rose Room, Fourth floor, Palace Hotel Omiya,  
located at 1-7-5, Sakuragi-cho, Omiya-ku, Saitama-shi, Saitama, Japan  
(Please note that the venue has changed from that of the previous year, so please refer to the Guide Map at the end of this notice to be sure to visit the correct venue.)
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. Business Report, Consolidated Financial Statements for the Company's 60th Fiscal Year (April 1, 2017 - March 31, 2018) and Results of Audit by the Accounting Auditor and the Board of Corporate Auditors concerning the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company's 60th Fiscal Year (April 1, 2017 - March 31, 2018)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of One Director
    - Proposal 3:** Election of One Corporate Auditor
    - Proposal 4:** Payment of Bonuses to Corporate Officers

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When you attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Any revisions to Reference Documents for the Annual General Meeting of Shareholders and the attached documents will be posted on the Company's Internet website at <http://www.shibaura-e.co.jp>.

## Reference Documents for the Annual General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

We propose the appropriation of surplus as follows:  
Matters concerning the year-end dividends

With respect to the year-end dividends for the 60th fiscal year, we propose to increase dividends as follows, taking the continuation of stable dividends and the performance of the fiscal year under review into account:

- (1) Type of dividend assets  
Cash
- (2) Matters concerning the allocation of dividend assets to shareholders and the total amount thereof  
¥75 per share of the Company's common shares (dividends to be increased by ¥15 per share from the previous fiscal year)  
Total amount: ¥583,017,225
- (3) Effective date of dividend of surplus  
June 29, 2018

## Proposal 2: Election of One Director

We propose the addition of one Outside Director for the ensuring of the management transparency and the further enhancement of the corporate governance, and accordingly, shareholders are requested to elect one Outside Director.

The term of office of the newly elected Director will be the remainder of the term of office of other incumbent Directors as stipulated in the Articles of Incorporation of the Company.

The candidate for Director is as follows:

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Kazunao Kudo (March 8, 1953)	April 1977	0
	January 2000	
	January 2001	
	January 2004	
	June 2007	
	June 2008	
	June 2015	
	July 2016	
March 2018	Director, Sodick Co., Ltd. (to present)	
<p>[Reason for the nomination as Director]            After joining Sumitomo Electric Industries, Ltd., Mr. Kazunao Kudo established Sumidenso Mediatech Suzhou Co., Ltd. in 2004 and assumed positions including Director and President, Sumidenso Mediatech Suzhou Co., Ltd. and thereafter concurrently served as Executive Officer, Sumitomo Wiring Systems, Ltd. He has considerable experience concerning business management as well as considerable manufacturing engineering and production know-how. We decided to nominate him as a candidate for Outside Director to receive advice from him on the overall manufacturing including domestic manufacturing and the management of the Company. Although he worked for Sumitomo Wiring Systems, Ltd., with which the Company group has a business relationship, in each of Sumitomo Wiring Systems, Ltd. and the Company, the amount of annual transaction between the companies during the fiscal year under review accounts for less than one percent only.</p>		

(Notes)

1. Mr. Kazunao Kudo is a new candidate for Director.
2. No conflict of interest exists between the candidate and the Company.
3. Mr. Kazunao Kudo is a candidate for Outside Director. The Company intends to designate Mr. Kazunao Kudo as an independent officer as prescribed by the Tokyo Stock Exchange and to file him as such with the Exchange.
4. In the event that the election of Mr. Kazunao Kudo is approved, the Company intends to enter into an agreement with Mr. Kazunao Kudo to limit his liability for damages to the amount set forth in laws and regulations as stipulated in Article 423, Paragraph 1 of the Companies Act.

### Proposal 3: Election of One Corporate Auditor

Upon the conclusion of this Annual General Meeting of Shareholders, one Corporate Auditor, Mr. Motokazu Nakamura, will retire from the position by resignation. Accordingly, shareholders are requested to elect one Corporate Auditor.

The candidate is nominated as a substitute for Corporate Auditor, Mr. Motokazu Nakamura and accordingly his term of office will be the remainder of the term of office of the retiring Corporate Auditor as stipulated in the Articles of Incorporation of the Company.

The Board of Corporate Auditors has previously given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Company held
Tatsumi Kyoya (June 20, 1956)	April 1979	Joined the Company	22,200
	June 2001	Director of Industrial and Special Equipment, the Company	
	May 2005	Director of Engineering Headquarters I and General Manager, Sensors Department, the Company	
	June 2007	Director of Manufacturing, the Company	
	January 2013	Director of Engineering Headquarters, the Company	
	June 2015	Retired as Director, the Company	
	June 2015	Assistant to President, the Company	
May 2016	Manager, Office of Corporate Auditors, the Company (to present)		
[Reason for the nomination as Corporate Auditor] Mr. Tatsumi Kyoya has been engaged in corporate management as Director since 2001, assumed positions including Director of Manufacturing and Director of Engineering Headquarters and performed his roles and duties effectively. He currently serves as Manager, Office of Corporate Auditors after his position as Assistant to President that he took up following his retirement as Director in 2015. We decided to nominate him as a candidate for Corporate Auditor since he has considerable experience in business operations in the Company as well as extensive knowledge in the overall business management and audit.			

(Notes)

1. Mr. Tatsumi Kyoya is a new candidate for Corporate Auditor.
2. No conflict of interest exists between the candidate and the Company.

### Proposal 4: Payment of Bonuses to Corporate Officers

We propose to pay executive bonuses in the amount of ¥70 million in total to eight Directors excluding one Outside Director among nine Directors as of the end of the fiscal year under review, taking the business performance of the period, etc. into consideration.