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(Securities Code 6728)
September 7, 2017

To Shareholders with Voting Rights:

Setsuo Iwashita
President and Chief Executive
Officer
ULVAC, Inc.
2500 Hagisono, Chigasaki,
Kanagawa, Japan

**NOTICE OF
THE 113TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 113th Ordinary General Meeting of Shareholders of ULVAC, Inc. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc. In this case, please review the "Reference Documents for the General Meeting of Shareholders" included herein, and exercise your voting rights by 5:00 p.m. on Wednesday, September 27, 2017, Japan time, by following the instructions provided below.

- 1. Date and Time:** Thursday, September 28, 2017 at 10:00 a.m. Japan time
- 2. Place:** 2nd Floor Conference Room of the C Building of the Company located at 2500 Hagisono, Chigasaki, Kanagawa, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 113th fiscal year (July 1, 2016 – June 30, 2017) and results of audits by the Independent Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 113th fiscal year (July 1, 2016 – June 30, 2017)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Eight Directors
- Proposal No. 3:** Election of One Audit & Supervisory Board Member
- Proposal No. 4:** Election of One Substitute Audit & Supervisory Board Member

4. Information on Exercise of Voting Rights

- (1) Exercise of voting rights in writing:
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Wednesday, September 27, 2017, Japan time. If you do not indicate your vote for or against a proposal, your vote will be deemed as an intention of approval.
- (2) Exercise of voting rights via the Internet, etc.:
If you wish to exercise your voting rights via the Internet, etc., please access the Voting Rights Exercise Website (<http://www.web54.net>) designated by the Company after reviewing the documents entitled “Exercise of Voting Rights via the Internet, etc.” on page 52 of Japanese version of this Notice. (Translator’s Note: Please note that the aforesaid website is only available in Japanese.) Then, please indicate your vote for or against the proposals by using the code for the exercise of voting rights and password printed on the enclosed Voting Rights Exercise Form and by following the directions on the screen, by 5:00 p.m. on Wednesday, September 27, 2017, Japan time.
- (3) If you have exercised your voting rights both in writing and via the Internet, etc., the exercise of your voting rights via the Internet, etc. will be deemed valid. Furthermore, if you have exercised your voting rights via the Internet, etc. multiple times, the most recent vote will be deemed valid.

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- The doors to the meeting room will open at 9:00 a.m., Japan time.
 - When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Of the documents to be attached to this notice, the “Notes to Consolidated Financial Statements” and the “Notes to Non-consolidated Financial Statements” are posted on our website (<https://www.ulvac.co.jp/>) in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company, and accordingly are not included in the documents attached to this notice. Consequently, the documents attached to this notice comprise a portion of the documents audited by the Audit & Supervisory Board Members and the Independent Auditor in the preparation of the Audit Report.
 - In the event that the Reference Documents for the General Meeting of Shareholders, the Business Report, and/or the Consolidated Financial Statements and Non-consolidated Financial Statements are revised, the revised versions will be posted on the Company’s website (<https://www.ulvac.co.jp/>).

Consolidated Financial Statements
Consolidated Balance Sheets
(As of June 30, 2017)

(Unit: Millions of yen)

Description	Amount	Description	Amount
(Assets)		(Liabilities)	
Current assets	169,685	Current liabilities	115,954
Cash on hand and in banks	56,434	Notes and accounts payable, trade	48,829
Notes and accounts receivable, trade	70,519	Short-term borrowings	30,199
Merchandise and finished goods	5,097	Lease liabilities	315
Work in process	15,880	Accrued income taxes	2,525
Raw materials and supplies	9,240	Advances received	16,908
Deferred tax assets	6,027	Deferred tax liabilities	10
Other	7,299	Accrued bonuses for employees	2,738
Allowance for doubtful accounts	(811)	Accrued bonuses for directors and audit & supervisory board members	401
Fixed assets	75,622	Accrued warranty costs	2,069
Property, plant and equipment	60,306	Provision for loss on contract	785
Buildings and structures	32,229	Other	11,175
Machinery, equipment and vehicles	14,451	Long-term liabilities	24,436
Tools, furniture and fixtures	1,647	Long-term debt	12,528
Land	8,096	Lease liabilities	692
Leased assets	834	Deferred tax liabilities	1,408
Construction in progress	3,049	Net defined benefit liability	8,311
Intangible fixed assets	3,573	Accrued pension and severance costs for directors and audit & supervisory board members	335
Leased assets	67	Accrued stock compensation costs for directors and audit & supervisory board members	74
Software	690	Asset retirement obligations	392
Other	2,815	Other	694
Investments and other assets	11,743	Total liabilities	140,389
Investment securities	4,389	(Net Assets)	
Deferred tax assets	2,298	Shareholders' equity	98,315
Other	7,107	Common stock	20,873
Allowance for doubtful accounts	(2,051)	Capital surplus	3,912
		Retained earnings	73,801
		Treasury stock, at cost	(271)
		Accumulated other comprehensive income	372
		Unrealized gain (loss) on securities, net of taxes	491
		Foreign currency translation adjustment	2,480
		Remeasurements of defined benefit plans	(2,599)
		Non-controlling interests	6,229
		Total net assets	104,917
Total assets	245,306	Total liabilities and net assets	245,306

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

Consolidated Statement of Income

(July 1, 2016 – June 30, 2017)

(Unit: Millions of yen)

Description	Amount	
Net sales		231,831
Cost of sales		168,001
Gross profit		63,829
Selling, general and administrative expenses		34,361
Operating income		29,468
Non-operating income		
Interest income	117	
Dividend income	302	
Rent income	297	
Share of profit of entities accounted for using equity method	203	
Other	831	1,750
Non-operating expenses		
Interest expenses	511	
Commission for syndicate loan	170	
Other	822	1,503
Ordinary income		29,716
Extraordinary income		
Gain on sales of fixed assets	35	
Gain on sales of investment securities	81	117
Extraordinary losses		
Loss on disposal of fixed assets	643	
Loss on sales of fixed assets	423	1,065
Income before income taxes		28,768
Current income taxes	4,556	
Deferred income taxes	(1,599)	2,957
Net income		25,811
Net income attributable to non-controlling interests		1,342
Net income attributable to owners of parent		24,469

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

Consolidated Statement of Changes in Equity

(July 1, 2016 – June 30, 2017)

(Unit: Millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	20,873	4,582	50,813	(10)	76,258
Changes of items during the period					
Dividends of surplus			(1,481)		(1,481)
Net income attributable to owners of parent			24,469		24,469
Purchase of treasury stock				(260)	(260)
Change in ownership interest of parent due to transactions with non-controlling interests		(670)			(670)
Net changes of items other than shareholders' equity					
Total changes of items during the period	–	(670)	22,988	(260)	22,058
Balance at the end of current period	20,873	3,912	73,801	(271)	98,315

	Accumulated other comprehensive income				Non-controlling interests	Total net assets
	Unrealized gain (loss) on securities, net of taxes	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at the beginning of current period	130	(667)	(2,822)	(3,359)	5,133	78,032
Changes of items during the period						
Dividends of surplus						(1,481)
Net income attributable to owners of parent						24,469
Purchase of treasury stock						(260)
Change in ownership interest of parent due to transactions with non-controlling interests						(670)
Net changes of items other than shareholders' equity	361	3,147	222	3,731	1,096	4,827
Total changes of items during the period	361	3,147	222	3,731	1,096	26,885
Balance at the end of current period	491	2,480	(2,599)	372	6,229	104,917

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

Non-consolidated Financial Statements

Non-consolidated Balance Sheets

(As of June 30, 2017)

(Unit: Millions of yen)

Description	Amount	Description	Amount
(Assets)		(Liabilities)	
Current assets	108,010	Current liabilities	95,573
Cash on hand and in banks	30,757	Notes payable, trade	1,107
Notes receivable, trade	333	Electronically recorded obligations, operating	18,588
Electronically recorded monetary claims, operating	983	Accounts payable, trade	32,931
Accounts receivable, trade	46,518	Short-term borrowings	14,170
Finished goods	811	Current portion of long-term debt	10,319
Raw materials	1,789	Lease liabilities	61
Work in process	4,928	Accounts payable, other	3,073
Short-term loans receivable	12,123	Accrued income taxes	536
Accounts receivable, other	4,307	Advances received	7,015
Deferred tax assets	4,166	Deposits received	3,967
Other	2,034	Accrued bonuses for employees	518
Allowance for doubtful accounts	(740)	Accrued bonuses for directors and audit & supervisory board members	165
Fixed assets	64,403	Accrued warranty costs	1,247
Property, plant and equipment	34,862	Provision for loss on contract	528
Buildings	15,932	Other	1,348
Structures	312	Long-term liabilities	13,496
Machinery and equipment	10,349	Long-term debt	11,728
Vehicles	7	Lease liabilities	113
Tools, furniture and fixtures	472	Deferred tax liabilities	135
Land	5,603	Provision for retirement benefits	803
Leased assets	119	Accrued stock compensation costs for directors and audit & supervisory board members	74
Construction in progress	2,066	Asset retirement obligations	208
Intangible fixed assets	2,958	Other	435
Patent right	1,893	Total liabilities	109,069
Software	406	(Net Assets)	
Other	659	Shareholders' equity	62,885
Investments and other assets	26,584	Common stock	20,873
Investment securities	1,709	Capital surplus	4,582
Shares of subsidiaries and associates	12,742	Legal capital surplus	105
Investments in capital of subsidiaries and associates	10,842	Other capital surplus	4,477
Long-term loans receivable	552	Retained earnings	37,700
Guarantee deposits	298	Legal retained earnings	726
Other	2,902	Other retained earnings	36,974
Allowance for doubtful accounts	(2,461)	Reserve for advanced depreciation of fixed assets	717
		Retained earnings brought forward	36,257
		Treasury stock, at cost	(269)
		Valuation and translation adjustments	458
		Unrealized gain (loss) on securities, net of taxes	458
		Total net assets	63,344
Total assets	172,413	Total liabilities and net assets	172,413

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

Non-consolidated Statement of Income

(July 1, 2016 – June 30, 2017)

(Unit: Millions of yen)

Description	Amount	
Net sales		137,889
Cost of sales		105,405
Gross profit		32,484
Selling, general and administrative expenses		17,909
Operating income		14,575
Non-operating income		
Interest and dividend income	4,490	
Rent income	341	
Other	647	5,478
Non-operating expenses		
Interest expenses	392	
Foreign exchange losses	281	
Assets for lease expenses	257	
Commission for syndicate loan	170	
Other	358	1,458
Ordinary income		18,594
Extraordinary income		
Gain on sales of investment securities	81	
Gain on sales of fixed assets	12	94
Extraordinary losses		
Loss on disposal of fixed assets	563	
Other	62	624
Income before income taxes		18,064
Current income taxes	1,190	
Deferred income taxes	(1,097)	93
Net income		17,971

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

Non-consolidated Statement of Changes in Equity

(July 1, 2016 – June 30, 2017)

(Unit: Millions of yen)

	Shareholders' equity									
	Common stock	Capital surplus			Retained earnings				Treasury stock	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings		Total retained earnings		
						Reserve for advanced depreciation of fixed assets	Retained earnings brought forward			
Balance at the beginning of current period	20,873	105	4,477	4,582	578	781	19,851	21,209	(9)	46,655
Changes of items during the period										
Dividends of surplus							(1,481)	(1,481)		(1,481)
Provision of legal retained earnings due to dividends of surplus					148		(148)	-		-
Reversal of reserve for advanced depreciation of fixed assets						(64)	64	-		-
Net income							17,971	17,971		17,971
Purchase of treasury stock									(260)	(260)
Net changes of items other than shareholders' equity										
Total changes of items during the period	-	-	-	-	148	(64)	16,406	16,490	(260)	16,230
Balance at the end of current period	20,873	105	4,477	4,582	726	717	36,257	37,700	(269)	62,885

	Valuation and translation adjustments		Total net assets
	Unrealized gain (loss) on securities, net of taxes	Total valuation and translation adjustments	
Balance at the beginning of current period	114	114	46,769
Changes of items during the period			
Dividends of surplus			(1,481)
Provision of legal retained earnings due to dividends of surplus			-
Reversal of reserve for advanced depreciation of fixed assets			-
Net income			17,971
Purchase of treasury stock			(260)
Net changes of items other than shareholders' equity	344	344	344
Total changes of items during the period	344	344	16,574
Balance at the end of current period	458	458	63,344

(Note) Figures presented in the financial statements are rounded off to the nearest million yen.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company recognizes the sharing of profits with the shareholders as one of its most important policies.

In an industry that undergoes constant changes in capital investment trends and significant technical innovations, the Company intends to enhance its internal reserves, as necessary to make further investments in research and development and to strengthen its financial base. The Company adheres to the basic policy of implementing the distribution of profits to the shareholders in consideration of such factors as its financial base, consolidated results for each fiscal year, and payout ratio.

For the 113th fiscal year, the Company, based on the above policy, has determined that the year-end dividend will be ¥50 per share (an increase of ¥20 per share from the previous fiscal year), as per the following:

(i) Type of dividend property

Cash

(ii) Matters concerning the allotment of dividend property to shareholders and total amount thereof

¥50 per share of the Company's common stock

The total amount of dividends shall be ¥2,467,626,550.

(iii) Effective date of the distribution of surplus

September 29, 2017

Proposal No. 2: Election of Eight Directors

The terms of office of all nine directors will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes to elect eight directors.

The candidates for director have been determined by the Board of Directors as follows, following consultation procedures with the Nomination and Compensation Committee which was established as an advisory body to the Board of Directors in an effort to materialize more fair, impartial, and transparent discussions and to enhance the effectiveness of the Board.

Candidate No. 1	Past experience, positions, responsibilities, and significant concurrent positions	
<p data-bbox="316 772 544 801">Hisaharu Obinata</p> <p data-bbox="316 840 544 907">Date of birth September 25, 1949</p> <p data-bbox="316 936 614 1025">Number of shares of the Company held 30,848 shares</p>	April 1972	Joined the Company
	July 1983	Manager of Business Division III
	July 1988	General Manager of Business Division III
	July 1990	General Manager of Semiconductor Equipment Division
	September 1990	Director
	July 1997	Managing Director
	February 1998	President & CEO of ULVAC Technologies, Inc.
	July 2006	Director of the Company
	September 2006	President of ULVAC TECHNO, Ltd.
	July 2012	President and Executive Officer of the Company
	September 2012	President and Chief Executive Officer
	July 2017	Chairman (current position)
	<p data-bbox="638 1019 1204 1052">[Reasons for selection as a candidate for director]</p> <p data-bbox="638 1052 1412 1337">Mr. Hisaharu Obinata, with his accumulated experience and achievements primarily in the semiconductor business, has served as the corporate manager of group companies in both Japan and overseas. The Company has nominated Mr. Obinata as a candidate for director based on its judgment that, in light of his efforts to enhance corporate value through his proactive involvement in structural reforms since his appointment as the President of the Company in 2012, he will be able to continue contributing to the management of the Company.</p>	

Candidate No. 2	Past experience, positions, responsibilities, and significant concurrent positions	
<p data-bbox="316 600 523 633">Setsuo Iwashita</p> <p data-bbox="316 667 512 730">Date of birth February 4, 1953</p> <p data-bbox="316 763 614 857">Number of shares of the Company held 24,614 shares</p>	March 1984	Joined the Company
	August 1992	Manager of Beijing Business Office and Shanghai Business Office, Overseas Operation Division
	September 1995	Director and Chief Executive Officer of ULVAC (NINGBO) CO., Ltd.
	July 1998	General Manager of Chinese Region, Asia Division of the Company
	March 2006	Director and Chief Executive Officer of ULVAC (CHINA) HOLDING CO., LTD.
	October 2006	Chairman of ULVAC (Shanghai) Trading Co., Ltd.
	September 2011	Chairman of ULVAC (SUZHOU) CO., LTD.
	September 2011	Director of the Company
	July 2012	Director and Executive Officer
	September 2013	Managing Executive Officer
July 2015	Senior Managing Executive Officer of the Company	
	Chairman of ULVAC (CHINA) HOLDING CO., LTD.	
September 2016	Director and Senior Managing Executive Officer of the Company	
July 2017	President and Chief Executive Officer (current position)	
<p data-bbox="639 1025 1201 1059">[Reasons for selection as a candidate for director]</p> <p data-bbox="639 1059 1404 1261">Mr. Setsuo Iwashita has accumulated experience and achievements primarily in businesses in China. The Company has nominated Mr. Iwashita as a candidate for director based on its judgment that, in light of his efforts to enhance the corporate value of the Company and its group companies as a corporate manager of such companies, he will be able to continue contributing to the management of the Company.</p>		

Candidate No. 3	Past experience, positions, responsibilities, and significant concurrent positions	
<p data-bbox="316 678 464 712">Akinori Bo</p> <p data-bbox="316 745 528 813">Date of birth December 9, 1953</p> <p data-bbox="316 846 616 936">Number of shares of the Company held 300 shares</p>	April 1977	Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)
	October 2002	General Manager of Kanda Ogawamachi Branch of Mizuho Bank, Ltd.
	January 2005	General Manager of Sukiyabashi Branch
	February 2005	General Manager of Ginza Branch and Sukiyabashi Branch
	April 2005	General Manager of Ginza Branch
	March 2006	Executive Officer and General Manager of Ginza Branch
	April 2007	Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.
	June 2007	Executive Managing Director and Managing Executive Officer
	April 2010	Senior Managing Executive Officer of ANDO Corporation (currently HAZAMA ANDO CORPORATION)
	June 2010	Board Director and Senior Managing Executive Officer
	April 2012	Board Director and Executive Vice President
April 2013	Senior Managing Executive Officer of the Company	
September 2013	Director and Senior Managing Executive Officer	
July 2015	Director and Executive Vice President (current position)	
	(Responsibilities)	
	Responsible for Accounting Department, Finance Department, and Intellectual Property & Legal Department	
	[Reasons for selection as a candidate for director]	
	Mr. Akinori Bo has acquired vast knowledge while serving at financial institutions, as well as extensive experience as a corporate manager. The Company has nominated Mr. Bo as a candidate for director based on its judgment that, in light of his efforts to enhance the corporate value of the Company as its corporate manager, he will be able to continue contributing to the management of the Company.	

Candidate No. 4		Past experience, positions, responsibilities, and significant concurrent positions	
		April 1980	Joined the Company
		July 1995	Senior Manager of Management Department, Ultra-High Vacuum Products Division
		January 1997	Staff Manager of Management Planning Department
		July 2000	Senior Manager of Accounting Department
	September 2005	Director	
	July 2012	Director and Executive Officer	
	July 2013	Chairman of ULVAC TAIWAN INC. (current position)	
	July 2014	Director and Managing Executive Officer of the Company	
	July 2015	Director and Senior Managing Executive Officer (current position)	
	July 2016	Chairman of ULVAC Opto-electronics Thin Film Technology (Shenzhen) Co., Ltd. (current position)	
	July 2017	General Manager of Business Strategy Headquarters (current position)	
Mitsuru Motoyoshi		Chairman of ULVAC (CHINA) HOLDING CO., LTD. (current position)	
Date of birth		Chairman of ULVAC (Shanghai) Trading Co., Ltd. (current position)	
January 1, 1957		Chairman of ULVAC (SUZHOU) CO., LTD. (current position)	
Number of shares of the Company held		Chairman of ULVAC SINGAPORE PTE LTD (current position)	
8,700 shares		Chairman of ULVAC MALAYSIA SDN. BHD. (current position)	
		(Responsibilities)	
		Supervisor of Business Strategy, responsible for Global Market & Technology Strategy Division and General Administration Department	
		(Significant concurrent positions)	
		• Chairman of ULVAC TAIWAN INC.	
		• Chairman of ULVAC Opto-electronics Thin Film Technology (Shenzhen) Co., Ltd.	
		• Chairman of ULVAC (CHINA) HOLDING CO., LTD.	
		• Chairman of ULVAC (Shanghai) Trading Co., Ltd.	
		• Chairman of ULVAC (SUZHOU) CO., LTD.	
		• Chairman of ULVAC SINGAPORE PTE LTD	
		• Chairman of ULVAC MALAYSIA SDN. BHD.	
		[Reasons for selection as a candidate for director]	
		Mr. Mitsuru Motoyoshi has accumulated experience and extensive knowledge primarily in the administration, corporate planning and accounting divisions. The Company has nominated Mr. Motoyoshi as a candidate for director based on its judgment that, in light of his efforts to enhance the corporate value of the Company and its group companies as a corporate manager of such companies, he will be able to continue contributing to the management of the Company.	

Candidate No. 5	Junki Fujiyama Date of birth December 5, 1953 Number of shares of the Company held 13,700 shares	Past experience, positions, responsibilities, and significant concurrent positions	
		April 1980	Joined the Company
		July 1989	Manager of Inspection Section, Manufacturing Department, IM Division
		July 1996	Senior Manager of Technology Department I, Semiconductor Equipment Division II
		July 1998	General Manager of Semiconductor Equipment Division II
		September 2005	Director
		July 2009	General Manager of Semiconductor & Electronics Equipment Global Business Unit
		July 2012	President of ULVAC TECHNO, Ltd.
		July 2015	Managing Executive Officer of the Company
		July 2016	Senior Managing Executive Officer General Manager of Corporate Sales & Marketing Division I (current position)
		September 2016	Director and Senior Managing Executive Officer (current position) President of ULVAC KOREA, Ltd. (current position)
		(Responsibilities) Supervisor of Corporate Sales & Marketing, responsible for Advanced Electronics Equipment Division	
		(Significant concurrent positions) • President of ULVAC KOREA, Ltd.	
		[Reasons for selection as a candidate for director] Mr. Junki Fujiyama has accumulated experience and achievements primarily in the semiconductor business and the corporate sales & marketing division. The Company has nominated Mr. Fujiyama as a candidate for director based on its judgment that, in light of his efforts to enhance the corporate value of the Company and its group companies as a corporate manager of such companies, he will be able to continue contributing to the management of the Company.	

Candidate No. 6		Past experience, positions, responsibilities, and significant concurrent positions	
		<p>April 1978 Joined Nippon Life Insurance Company</p> <p>March 1999 Branch General Manager of Ota Branch</p> <p>March 2001 General Manager of Metropolitan Area Corporate Finance Dept.</p> <p>March 2002 General Manager of Actuarial Dept.</p> <p>July 2005 Director, General Manager of Marketing Planning Dept. and Marketing and Working Dept., Sales Manager and Head of Operational Reform Office</p> <p>January 2007 Director and Executive Officer, General Manager of Sales Representatives Operations Management Dept. and Head of New Sales Operations Promotion Office</p> <p>March 2007 Director and Executive Officer, General Manager of Sales Representatives Operations Management Dept. and Deputy Director-General (Corporate Planning Dept.)</p> <p>March 2008 Managing Executive Officer, General Manager of Risk Management Dept.</p> <p>July 2008 Director and Managing Executive Officer, General Manager of Risk Management Dept.</p> <p>April 2009 Advisor of Nissay Credit Guarantee Co., Ltd.</p> <p>June 2009 President (current position)</p> <p>June 2010 External Statutory Auditor of RAITO KOGYO CO., LTD. (current position)</p> <p>September 2014 External Director of the Company (current position)</p>	
	<p style="text-align: center;">Akira Mihayashi</p> <p>Date of birth March 9, 1956</p> <p>Number of shares of the Company held None</p>		
		<p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> • President of Nissay Credit Guarantee Co., Ltd. • External Statutory Auditor of RAITO KOGYO CO., LTD. 	
		<p>[Reasons for selection as a candidate for external director]</p> <p>Mr. Akira Mihayashi has extensive experience and advanced insight as a corporate manager of other companies. He has been providing appropriate advice on the overall management of the Company based on his broad perspective and properly supervising the management. The Company has nominated Mr. Mihayashi as a candidate for external director based on its judgment that he will be able to continue to properly carry out his duties as an external director of the Company.</p>	

Candidate No. 7		Past experience, positions, responsibilities, and significant concurrent positions		
		April 1973	Joined Tokyo Optical Co., Ltd. (currently TOPCON CORPORATION)	
		June 1980	General Manager of Topcon Singapore Pte. Ltd.	
		February 1989	President of Topcon Australia Pty Ltd.	
		October 1994	Senior Vice President of Topcon Laser Systems, Inc. (currently Topcon Positioning Systems, Inc.)	
		July 1999	President of Topcon Laser Systems Japan, Inc.	
		June 2003	Executive Officer of TOPCON CORPORATION	
Norio Uchida	Date of birth October 22, 1950	Number of shares of the Company held None	July 2003	President of Topcon Sales Corporation
			June 2005	Director and Executive Officer of TOPCON CORPORATION
			June 2007	Director and Managing Executive Officer
			June 2010	Director and Senior Managing Executive Officer
			June 2011	Representative Director, President & CEO
			June 2013	Advisor to the Board
			June 2015	External Director of Nabtesco Corporation (current position)
			September 2015	External Director of the Company (current position)
			(Significant concurrent positions)	
			• External Director of Nabtesco Corporation	
			[Reasons for selection as a candidate for external director] Mr. Norio Uchida has extensive experience and advanced insight as a corporate manager of other companies in Japan and overseas. He has been providing appropriate advice on the overall management of the Company based on his broad perspective and properly supervising the management. The Company has nominated Mr. Uchida as a candidate for external director based on its judgment that he will be able to continue to properly carry out his duties as an external director of the Company. In addition, as Mr. Uchida meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Mr. Uchida as an independent director with the Tokyo Stock Exchange.	

Candidate No. 8	Past experience, positions, responsibilities, and significant concurrent positions	
<p>Kozo Ishida</p> <p>Date of birth November 4, 1944</p>	March 1970	Joined HORIBA, Ltd.
	June 1982	General Manager of Product Department I, Development and Sales Division
	June 1988	Director
	June 1991	Managing Director
	June 1996	Senior Managing Director
	June 2002	Vice President and Director
	June 2005	Executive Vice President
	March 2011	Director and Advisor of HORIBA STEC Co., Ltd.
	March 2014	Vice Chairman and Representative Director of HORIBA, Ltd.
	March 2016	Senior Advisor (current position)
<p>Number of shares of the Company held 300 shares</p>	September 2016	External Director of the Company (current position)
March 2017	External Director of Seiko Electric Co., Ltd. (current position)	
<p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> • Senior Advisor of HORIBA, Ltd. • External Director of Seiko Electric Co., Ltd. 	<p>[Reasons for selection as a candidate for external director]</p> <p>Mr. Kozo Ishida has extensive experience as a corporate manager of other companies as well as technical expertise. He has been providing appropriate advice on the overall management of the Company based on his broad perspective and properly supervising the management. The Company has nominated Mr. Ishida as a candidate for external director based on its judgment that he will be able to continue to properly carry out his duties as an external director of the Company.</p> <p>In addition, as Mr. Ishida meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Mr. Ishida as an independent director with the Tokyo Stock Exchange.</p>	

- (Notes)
1. No special interests exist between any of the candidates for director and the Company.
 2. Messrs. Akira Mihayashi, Norio Uchida and Kozo Ishida are candidates for external director. They currently serve as external directors of the Company, and Mr. Mihayashi will have served for three years, Mr. Uchida will have served for two years and Mr. Ishida will have served for one year as external director at the close of this General Meeting of Shareholders.
 3. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Messrs. Akira Mihayashi, Norio Uchida and Kozo Ishida to limit their liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The Company will continue this liability limitation agreement with them if their election is approved as proposed at this General Meeting of Shareholders. The amount of the liability limit under such agreement shall be the amount provided for by the relevant laws and regulations.

Proposal No. 3: Election of One Audit & Supervisory Board Member

The term of office of the audit & supervisory board member, Mr. Kazumi Ohtsuka, will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes to elect one audit & supervisory board member.

This Proposal has received prior consent from the Audit & Supervisory Board.

The candidate for audit & supervisory board member is as follows.

Isao Utsunomiya	Past experience, positions, and significant concurrent positions	
	April 1997	Registered as Certified Public Tax Accountant
	July 1999	Opened Isao Utsunomiya Certified Public Tax Accountant Office
	June 2011	Manager of Welfare Department of Kyobashi Branch, Tokyo Certified Public Tax Accountants' Association
	June 2012	Representative Partner of Tsukiji Accounting Tax Corporation (current position)
	June 2013	Director of Tokyo Certified Public Tax Accountants' Association
	June 2015	Director and Deputy Manager of General Administration Department
	June 2017	Manager of General Administration Department of Kyobashi Branch (current position)
Date of birth	(Significant concurrent positions)	
May 11, 1964	• Representative Partner of Tsukiji Accounting Tax Corporation	
Number of shares of the Company held	[Reasons for selection as a candidate for external audit & supervisory board member]	
None	<p>The Company has nominated Mr. Isao Utsunomiya as a candidate for external audit & supervisory board member, based on its expectation that he will leverage his expertise and experience accumulated over the years as a certified public tax accountant in the audits of the Company.</p> <p>Although Mr. Utsunomiya has not directly been involved in corporate management, the Company believes that he will appropriately execute his duties as an external audit & supervisory board member based on the above reasons.</p> <p>In addition, as Mr. Utsunomiya meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company will register Mr. Utsunomiya as an independent audit & supervisory board member with the Tokyo Stock Exchange, in the event that he assumes the office of audit & supervisory board member.</p>	

- (Notes)
1. No special interests exist between Mr. Isao Utsunomiya and the Company.
 2. Mr. Isao Utsunomiya is a new candidate for external audit & supervisory board member. Mr. Utsunomiya is a certified public tax accountant and possesses considerable knowledge in finance and accounting.
 3. In the event that Mr. Isao Utsunomiya assumes the office of audit & supervisory board member, the Company, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, intends to enter into an agreement with Mr. Utsunomiya to limit his liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The amount of the liability limit under such agreement shall be the amount provided for by the relevant laws and regulations.

Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member

The effective tenure of Mr. Takao Nonaka, who was elected as substitute audit & supervisory board member at the 112th Ordinary General Meeting of Shareholders held on September 29, 2016, will expire at the start of this General Meeting of Shareholders. Accordingly, in order to prepare for the contingency in which the Company does not have the number of audit & supervisory board members required by laws and regulations, the Company proposes to elect one substitute audit & supervisory board member.

This Proposal has received prior consent from the Audit & Supervisory Board.

The candidate for substitute audit & supervisory board member is as follows.

<p>Takao Nonaka</p> <p>Date of birth January 29, 1949</p> <p>Number of shares of the Company held None</p>	Past experience, positions, and significant concurrent positions	
	April 1971	Joined Banyu Pharmaceutical Co., Ltd. (currently MSD K.K.)
	March 1982	Registered as Certified Public Tax Accountant
	April 1982	Opened Takao Nonaka Certified Public Tax Accountant Office President of Takao Nonaka Certified Public Tax Accountant Office (current position)
	January 1989	President and Representative Director of Melies Co., Ltd.
	March 1991	Audit & Supervisory Board Member of Kinashi Denki Co., Ltd. (current position)
	September 2009	External Audit & Supervisory Board Member of the Company
	June 2011	Advisor of Kyobashi Branch, Tokyo Certified Public Tax Accountants' Association (current position)
	May 2012	Auditor of Incorporated Educational Institution Ishida Gakuen
	May 2013	Director (current position)
	October 2013	Advisor of Kyobashi Certified Public Tax Accountants Political League (current position)
	June 2015	Auditor of Mutual Aid Association of Certified Public Tax Accountants in Japan (current position) Audit & Supervisory Board Member of Nichizei Mutual Aid Co., Ltd. (current position)
	February 2017	Audit & Supervisory Board Member of FIT Leadintex, Inc. (current position)
(Significant concurrent positions)		
<ul style="list-style-type: none"> • President of Takao Nonaka Certified Public Tax Accountant Office 		
<p>[Reasons for selection as a candidate for substitute external audit & supervisory board member]</p> <p>The Company has nominated Mr. Takao Nonaka as a candidate for substitute external audit & supervisory board member, based on its expectation that he will leverage his insight gained through extensive experience as a certified public tax accountant and experience as an external audit & supervisory board member in the audits of the Company.</p> <p>In addition, as Mr. Nonaka meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time does not have any special interests in the Company and thus does not pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company will register Mr. Nonaka as an independent audit & supervisory board member with the Tokyo Stock Exchange, in the event that he assumes the office of audit & supervisory board member.</p>		

- (Notes)
1. No special interests exist between the candidate for substitute audit & supervisory board member and the Company.
 2. Mr. Takao Nonaka is a candidate for substitute external audit & supervisory board member. Mr. Nonaka is a certified public tax accountant and possesses considerable knowledge in finance and accounting. In addition, Mr. Nonaka has served as an external audit & supervisory board member of the Company in the past.
 3. In the event that Mr. Takao Nonaka assumes the office of external audit & supervisory board member, the Company, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, intends to enter into an agreement with Mr. Nonaka to limit his liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The amount of the liability limit under such agreement shall be the amount provided for by the relevant laws and regulations.