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(Securities Code 6728) September 6, 2019

To Shareholders with Voting Rights:

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

NOTICE OF THE 115TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 115th Ordinary General Meeting of Shareholders of ULVAC, Inc. (the "Company"). The meeting will be held for the purposes as described in the next page.

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 Thursday, September 26, 2019, Japan time, by following the procedure as described in pages 3 to 5.

1. Date and Time: Friday, September 27, 2019 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

115th fiscal year (July 1, 2018 – June 30, 2019) 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 115th fiscal year

(July 1, 2018 – June 30, 2019)

Proposals to be resolved:

Proposal No. 1: Appropriation of SurplusProposal No. 2: Election of Nine Directors

Proposal No. 3: Election of Two Audit & Supervisory Board Members

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

4. Information on Exercise of Voting Rights, etc.

Please refer to "Information on Exercise of Voting Rights, etc." described on the following page.

- 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/).

The Company's Website: https://www.ulvac.co.jp/



Information on Exercise of Voting Rights, etc.

Voting rights at the General Meetings of Shareholders are important rights of shareholders. Please exercise your voting rights having fully examined the following Reference Documents for the General Meeting of Shareholders.

The following three methods are available to exercise your voting rights.



Attendance at General Meeting of Shareholders

When you attend the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form at the reception desk

Date and time of the General Meeting of Shareholders:

Friday, September 27, 2019 at 10:00 a.m. Japan time



Exercise of voting rights in writing (via mail)

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and send the form by postal mail.

Deadline for exercising voting rights:

To be received no later than 5:00 p.m., Thursday, September 26, 2019, Japan time



Exercise of voting rights via the Internet, etc.

Please follow the directions on pages 4 and 5 to vote for or against the proposals (available in Japanese only).

Deadline for exercising voting rights:

Must finish input by 5:00 p.m., Thursday, September 26, 2019, Japan time

If you do not indicate your vote for or against a proposal, your vote will be deemed as a vote in favor. In the event that you exercise your voting rights both in writing (via mail) and via the Internet, etc. only your exercise of voting rights via the Internet, etc. will be considered valid.

In the event that you exercise your voting rights via the Internet, etc. multiple times, then only your final exercise of voting rights via the Internet, etc. will be considered valid.



Guidance on Exercise of Voting Rights via the Internet, etc.

Deadline for exercising voting rights

Must finish input by 5:00 p.m.,

Thursday, September 26, 2019, Japan time

"Smart Exercise" by scanning the QR Code

By scanning the QR Code, you can log in on the voting rights exercise website without entering the voting rights exercise code or password.

- Scan the QR Code printed on the bottom right of the Voting Rights Exercise Form using a smartphone.
 *The "QR Code" is a trademark of DENSO WAVE INCORPORATED.
- 2. Enter your vote for or against the proposals by following the on-screen instructions.

You can exercise your voting rights via "Smart Exercise" only once.

If you wish to change your vote, please access the PC-version website for exercising voting rights, log in using the "voting rights exercise code" and "password" printed on the Voting Rights Exercise Form, and exercise your voting rights again.

*You can access the PC-version website by scanning the QR Code again using a smartphone.



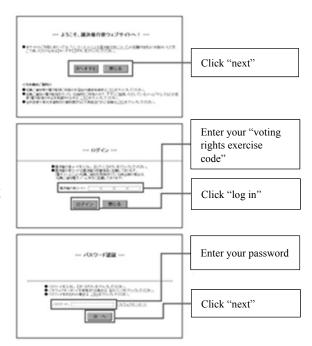
In the event that you exercise your voting rights both in writing (via mail) and via the Internet, etc. only your exercise of voting rights via the Internet, etc. will be considered valid. In the event that you exercise your voting rights via the Internet, etc. multiple times, then only your final exercise of voting rights via the Internet, etc. will be considered valid.

Stock Transfer Agency Web-support Helpdesk, Sumitomo Mitsui Trust Bank Tel: 0120-652-031 (toll free in Japan) (Business hours: 9:00 a.m. to 9:00 p.m.) Institutional investors can electronically exercise their voting rights for this meeting from the "Electronic Voting System Platform" operated by ICJ, Inc.

How to enter your voting rights exercise code and password

Voting rights exercise website: https://www.web54.net

- 1. Access the voting rights exercise website.
- 2. Enter the "voting rights exercise code" printed on the Voting Rights Exercise Form.
- 3. Enter the "password" printed on the Voting Rights Exercise Form.
- 4. Enter your vote for or against the proposals by following the on-screen instructions.



You may not be able to use the voting rights exercise website depending on the Internet settings, etc. of your PC, smartphone or mobile phone.

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.

On the other hand, in an industry that undergoes significant changes in customers' capital investment trends and technical innovations, the Company recognizes that, for further increasing its corporate value, it is necessary to increase investments in R&D and strengthen its financial base, making it all the more critical for the Company to enhance its internal reserves. Therefore, in distributing profits to shareholders, the Company makes it a basic policy to comprehensively consider the factors including its financial base, consolidated performance for each fiscal year and payout ratio.

For the 115th fiscal year, the Company, based on the above policy, has determined that the year-end dividend will be \mathbb{\pmathbb{4}105} per share (an increase of \mathbb{\pmathbb{4}10} per share from the previous fiscal year), as per the following:

- · Type of dividend property
- Matters concerning the allotment of dividend property to shareholders and total amount thereof
- · Effective date of the distribution of surplus

Dividends shall be paid in Cash. \(\frac{1}{2}105\) per share of the Company's common stock
The total amount of dividends shall be
\(\frac{1}{2}5,182,003,680\).
September 30, 2019

Proposal No. 2: Election of Nine Directors

The terms of office of all 10 directors will expire at the close of this General Meeting of Shareholders. Therefore, the Company proposes to elect nine directors.

The candidates for directors have been determined by the Board of Directors, 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.

The candidates for directors are as follows.

Candidates for external directors

Registered as independent director with the Tokyo Stock Exchange

External

Independent

Candidate No.	Name	Current positions	Attributes	Attendance at Board of Directors meetings
1	Setsuo Iwashita	President and Chief Executive Officer	Reelection	100% (14/14)
2	Mitsuru Motoyoshi	Director and Executive Vice President	Reelection	100% (14/14)
3	Masasuke Matsudai	Senior Managing Executive Officer	New election	-
4	Choong Ryul Paik	Director and Managing Executive Officer	Reelection	100% (11/11)
5	Sadao Aoki	Executive Officer	New election	-
6	Akira Mihayashi	External Director	Reelection External	100% (14/14)
7	Norio Uchida	External Director	Reelection External Independen	100% (14/14)
8	Kozo Ishida	External Director	Reelection External Independen	100% (14/14)
9	Yoshimi Nakajima	External Director	Reelection External Independen	100% (11/11)
Reelection	on Candidates for directo	rs to be reelected		
New elec	New candidates for di	rectors		

Candidate		Past experience, positions, and responsibilities		
No. 1		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.	
	Setsuo Iwashita		Chairman of ULVAC (SUZHOU) CO., LTD.	
	Setsuo Iwasiita	September 2011	Director of the Company	
	Date of birth	July 2012	Director and Executive Officer	
	February 4, 1953	September 2013	Managing Executive Officer	
	1 Cordary 4, 1933	July 2015	Senior Managing Executive Officer of the	
	Number of shares of the		Company	
	Company held		Chairman of ULVAC (CHINA) HOLDING	
	26,014 shares	July 2016	CO., LTD. Senior Managing Executive Officer and Senior	
		July 2010	Manager of Management Planning Department	
	Attendance at Board of		of the Company	
	Directors meetings	September 2016	Director and Senior Managing Executive	
	14/14	September 2010	Officer, Senior Manager of Management	
			Planning Department of the Company	
	Reelection	July 2017	President and Chief Executive Officer of the	
			Company	
		January 2019	President and Chief Executive Officer and	
		,	General Manager of Human Resource Center	
			of the Company (current position)	
		(Significant concu	rrent positions)	
		_		
		[Reasons for selec	tion as a candidate for director]	
			ta has accumulated extensive experience and	
			corporate manager in China as well as strived for	
		medium- to long-term growth and the improvement of sustaina		
		corporate value as President and Chief Executive Officer of the		
		Company. Therefore, the Company has nominated Mr. Iwashita as		
			ector based on its judgment that he will be able to	
		continue contribut	ing to the management of the Company.	

Candidate		Past evn	erience, positions, and responsibilities
No. 2		April 1980	Joined the Company
110. 2		July 1995	Senior Manager of Management Department,
		July 1998	Ultra-High Vacuum Products Division Staff Manager of Management Planning
		Cury 1990	Department
		July 2000	Senior Manager of Accounting Department
		September 2005	Director and Senior Manager of Accounting
		I1 2010	Department Series Manager & Manager
		July 2010	Director and Senior Manager of Management Planning Department
		July 2012	Director and Executive Officer, Senior
			Manager of Management Planning Department
		July 2013	Chairman of ULVAC TAIWAN INC.
		July 2014	Director and Managing Executive Officer, Senior Manager of Management Planning
			Department of the Company
		July 2015	Director and Senior Managing Executive
			Officer, Senior Manager of Management
		July 2017	Planning Department Director and Senior Managing Executive
		July 2017	Officer, Senior General Manager of Business
			Strategy Headquarters
			Chairman of ULVAC (Shanghai) Trading Co.,
	Mitsuru Motoyoshi		Ltd. (current position) Chairman of ULVAC (SUZHOU) CO., LTD.
			(current position)
	Date of birth		Chairman of ULVAC SINGAPORE PTE LTD
	January 1, 1957		(current position)
	Number of shares of the		Chairman of ULVAC MALAYSIA SDN. BHD. (current position)
	Company held	July 2018	Director and Executive Vice President of the
	9,000 shares		Company
	Attendance at Board of	January 2019	Chairman and Chief Executive Officer of ULVAC (CHINA) HOLDING CO., LTD.
	Directors meetings		(current position)
	14/14		Chairman of ULVAC Automation Technology (Shanghai) Corporation (current position)
	D 1 .:	July 2019	Director and Executive Vice President, General
	Reelection		Manager of Management Empowerment
			Center of Excellence of the Company,
			responsible for associate companies (current position)
			Chairman of ULVAC Tianma Electric
		(0::0	(Jingjiang) Co., Ltd. (current position)
		(Significant concur	rent positions) ief Executive Officer of ULVAC (CHINA)
		HOLDING CO.,	
		Chairman of ULV	AC (Shanghai) Trading Co., Ltd.
			AC (SUZHOU) CO., LTD.
		• Chairman of ULN Corporation	AC Automation Technology (Shanghai)
			AC Tianma Electric (Jingjiang) Co., Ltd.
		 Chairman of ULV 	AC SINGAPORE PTE LTD
			AC MALAYSIA SDN. BHD.
			ion as a candidate for director] roshi has accumulated extensive experience and
			arily in the divisional administration,
		management plann	ing and accounting departments of the Company
			d for medium- to long-term growth and the
			stainable corporate value as the corporate mpany and group companies. Therefore, the
		Company has nom	inated Mr. Motoyoshi as a candidate for director
		based on its judgm	ent that he will be able to continue contributing
		to the management	of the Company.

Candidate		Past ex	perience, positions, and responsibilities
No. 3		April 1981	Joined the Company
		July 1992	Senior Manager of Technology Group IV,
			Advanced Electronics & Ion Equipment
			Division
		July 1997	Senior Manager of Technology Department I, Advanced Electronics Equipment Division
		July 2003	General Manager of FPD Division I
		September 2006	Director and General Manager of FPD
		1	Division I
		July 2012	Director and Executive Officer, Senior
			General Manager of Global Manufacturing Promotion Division
		July 2013	Director and Executive Officer, Senior
			General Manager of Corporate Sales &
			Marketing Division
		June 2014	External Director of SHOWA SHINKU CO.,
	Masasuke Matsudai		LTD. (current position)
	Wasasuke Watsudai	July 2014	Director and Managing Executive Officer,
	Date of birth		Senior General Manager of Corporate Sales &
	August 23, 1957		Marketing Division of the Company
	August 23, 1937	July 2015	Director and Senior Managing Executive
	Number of shares of the		Officer, Senior General Manager of Corporate
	Company held	1.1.2016	Sales & Marketing Division
	10,700 shares	July 2016	President of ULVAC TECHNO, Ltd.
			Senior Managing Executive Officer of the Company
	New election	January 2019	Senior Managing Executive Officer, Senior
		Junuary 2019	General Manager of Customer Support
			Headquarters
		July 2019	Senior Managing Executive Officer, General
			Manager of New Business Development
			Center of the Company and Chairman of
			ULVAC TECHNO, Ltd. (current position)
		(Significant concu	rrent positions)
		• External Directo	r of SHOWA SHINKU CO., LTD.
		• Chairman of UL	VAC TECHNO, Ltd.
		[Reasons for selec	tion as a candidate for director]
			tsudai has accumulated extensive experience and
			nly in the FPD business and customer support
			ompany, and has also strived for medium- to
			and the improvement of sustainable corporate
			rate manager of the Company and group
			ompany has nominated Mr. Matsudai as a
			ctor based on its judgment that such knowledge
		and experience wi	ll contribute to the management of the Company.

Candidate		Past exp	perience, positions, and responsibilities
No. 4		April 1991	Joined the Company
		September 1999	Joined ULVAC KOREA, Ltd. as Senior
			Director
		September 2000	President of ULVAC KOREA, Ltd.
		September 2012	Executive Officer of the Company
		July 2015	Managing Executive Officer of the Company
	Choong Ryul Paik	September 2016	Chairman of ULVAC KOREA, Ltd. (current position)
	Date of birth	July 2018	Managing Executive Officer, Senior General
	February 1, 1959	2010	Manager of R&D Headquarters of the
			Company
	Number of shares of the	September 2018	Director and Managing Executive Officer,
	Company held	•	Senior General Manager of R&D
	10,000 shares		Headquarters
	A., 1	July 2019	Director and Managing Executive Officer,
	Attendance at Board of		General Manager of Innovation Center of
	Directors meetings 11/11		Excellence (current position)
	11/11	(Significant concu	urrent positions)
		• Chairman of UL	VAC KOREA, Ltd.
	Reelection	[Reasons for selection as a candidate for director]	
		Dr. Choong Ryul Paik has accumulated extensive experience and	
			corporate manager in South Korea, and has
			n- to long-term growth and the improvement of
			ate value. Therefore, the Company has
			k as a candidate for director based on its
			knowledge and experience will continue to
		contribute to the m	nanagement of the Company.

Candidate		Past experience, positions, and responsibilities		
No. 5		April 1986	Joined The Dai-Ichi Kangyo Bank, Limited	
			(currently Mizuho Bank, Ltd.)	
		July 2002	Deputy Head of Uchisaiwaicho Sales	
			Department No. 5, Mizuho Corporate Bank,	
			Ltd.	
		April 2005	Seconded to SEIBU RAILWAY Co, Ltd. as	
			Deputy Head of Management Planning	
			Headquarters	
		March 2006	Corporate Examiner, Corporate Promotion	
			Department No. 1, Mizuho Corporate Bank,	
			Ltd.	
		October 2007	Chief Relationship Manager, Sales Department	
			No. 15, Mizuho Corporate Bank, Ltd.	
		April 2009	Examiner, Corporate Examination Department	
	Sadao Aoki		No. 1, Mizuho Bank, Ltd.	
		May 2011	General Manager, Shinjuku-Shintoshin	
	Date of birth		Branch, Mizuho Bank, Ltd.	
	September 5, 1962	December 2014	Seconded to Forum Engineering Inc. as	
	NI1 C.1 C.1		Managing Executive Officer	
	Number of shares of the	August 2015	Joined Forum Engineering Inc. as Managing	
	Company held 9 shares		Director	
	9 shares	May 2016	Joined the Company as Assistant Staff	
			Manager to Senior Manager of Finance	
	New election		Department	
		July 2016	Senior Manager of Finance Department	
		July 2018	Executive Officer, Senior Manager of Finance	
			Department	
		January 2019	Executive Officer, Senior Manager of Finance	
		(0: :0:	& Accounting Department (current position)	
		(Significant concu	rrent positions)	
		-		
			tion as a candidate for director]	
			s extensive experience and achievements mainly	
			accounting departments in the Company as well	
		as in other companies, and has strived for medium- to long-term		
			provement of sustainable corporate value. The	
			inated Mr. Aoki as a candidate for director based	
		, , , , , , , , , , , , , , , , , , ,	at such knowledge and experience will contribute	
		to the management	tor the Company.	

Candidate		Past exp	erience, positions, and responsibilities
No. 6		April 1978	Joined Nippon Life Insurance Company
		March 1999	Branch General Manager of Ota Branch
		March 2001	General Manager of Metropolitan Area
			Corporate Finance Dept.
		March 2002	General Manager of Actuarial Dept.
		July 2005	Director, General Manager of Marketing
			Planning Dept. and Marketing and Working
			Dept., Sales Manager and Head of Operational
			Reform Office
		January 2007	Director and Executive Officer, General
			Manager of Sales Representatives Operations
	Akira Mihayashi		Management Dept. and Head of New Sales
	_		Operations Promotion Office
	Date of birth	March 2007	Director and Executive Officer, General
	March 9, 1956		Manager of Sales Representatives Operations
	NI will an a Call and a Call a		Management Dept. and Deputy
	Number of shares of the	1 2000	Director-General (Corporate Planning Dept.)
	Company held None	March 2008	Managing Executive Officer, General Manager
	None	1.1.2000	of Risk Management Dept.
	Attendance at Board of	July 2008	Director and Managing Executive Officer,
	Directors meetings	A mail 2000	General Manager of Risk Management Dept.
	14/14	April 2009 June 2009	Advisor of Nissay Credit Guarantee Co., Ltd. President (current position)
	1,,11	June 2010	External Statutory Auditor of RAITO KOGYO
	Reelection	June 2010	CO., LTD.
		September 2014	External Director of the Company (current
	External		position)
	External	(Significant concur	rrent positions)
			ay Credit Guarantee Co., Ltd.
			ion as a candidate for external director]
			hi has extensive experience and advanced
			ate manager of other companies. He has strived
			g-term growth and the improvement of
			ate value through providing appropriate advice
			agement of the Company based on his broad
			operly supervising the management. Therefore,
			nominated Mr. Mihayashi as a candidate for
			ased on its judgment that he will be able to y carry out his duties as an external director of
		the Company.	y carry out his duties as an external director of
		ine Company.	

Candidate		Past experience, positions, and responsibilities		
No. 7		April 1973	Joined Tokyo Optical Co., Ltd. (currently TOPCON CORPORATION)	
		June 1980	General Manager of Topcon Singapore Pte.	
		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 June 2003	President of Topcon Laser Systems Japan, Inc. Executive Officer of TOPCON CORPORATION	
	Norio Uchida	July 2003	President of Topcon Sales Corporation (currently TOPCON SOKKIA POSITIONING	
	Date of birth	June 2005	JAPAN CO., LTD.) Director and Executive Officer of TOPCON	
	October 22, 1950	June 2007 June 2010	CORPORATION Director and Managing Executive Officer Director and Senior Managing Executive	
	Number of shares of the Company held	June 2011	Officer Representative Director, President & CEO	
	None	June 2013	Advisor to the Board	
	Attendance at Board of	June 2015	External Director of Nabtesco Corporation (current position)	
	Directors meetings 14/14	September 2015	External Director of the Company (current position)	
	Reelection External Independent	(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		
			er of other companies in Japan and overseas. He lium- to long-term growth and the improvement	
		of sustainable corp	orate value through providing appropriate advice agement of the Company based on his broad	
		perspective and properly supervising the management. Therefore,		
		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		
			Uchida meets the independence standards set	
		, ,	Stock Exchange, while at the same time does all interests in the Company and thus does not	
			ict of interests with the general shareholders rspective, the Company has registered Mr.	
		Uchida as an indep	endent director with the Tokyo Stock Exchange.	
		In the event that he independent director	is reelected, he will continue to serve as an or.	

Candidate		Past experience, positions, and responsibilities		
No. 8		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 and Representative Director	
	Kozo Ishida	March 2011	Director and Advisor of HORIBA STEC Co., Ltd.	
	Date of birth	March 2014	Vice Chairman and Representative Director of HORIBA, Ltd.	
	November 4, 1944	March 2016	Senior Advisor	
	Number of shares of the	September 2016	External Director of the Company (current position)	
	Company held 300 shares	March 2017	External Director of Seiko Electric Co., Ltd.	
	300 shares		(current position)	
	Attendance at Board of	April 2018	Fellow of HORIBA, Ltd. (current position)	
	Directors meetings	(Significant concur	rrent positions)	
	14/14	• Fellow of HORII		
			of Seiko Electric Co., Ltd.	
	Reelection		tion as a candidate for external director]	
	reciscusii		s extensive experience as a corporate manager of	
			s well as technical expertise. He has strived for	
	External		erm growth and the improvement of sustainable	
			rough providing appropriate advice on the overall	
	Independent		e Company based on his broad perspective and ng the management. Therefore, the Company has	
			da as a candidate for external director based on	
			e will be able to continue to properly carry out	
			ternal director of the Company.	
			Ishida meets the independence standards set	
			Stock Exchange, while at the same time does	
			al interests in the Company and thus does not	
			lict of interests with the general shareholders	
			rspective, the Company has registered Dr. Ishida	
			director with the Tokyo Stock Exchange. In the	
			lected, he will continue to serve as an	
		independent direct	ОГ.	

Candidate		Past experience, positions, and responsibilities		
No. 9		April 1980	Joined The Yasuda Trust and Banking Co., Ltd.	
		1	(currently Mizuho Trust & Banking Co., Ltd.)	
		February 1982	Joined AVON PRODUCTS CO., LTD.	
		May 1997	Joined Citibank, N.A. as Vice President	
		June 2000	Joined Societe Generale Securities Services as	
		2000	Senior General Manager	
		April 2002	Joined American Express International, Inc. as	
		P	Vice President in charge of Global Traveler's	
			Check & Prepaid Card Service, Japan Branch	
		August 2011	Country Manager in Singapore (President)	
		February 2014	Senior Vice President of Japan Branch	
		April 2014	President and Representative Director of	
	Yoshimi Nakajima	110111 2011	American Express Japan Co., Ltd.	
		June 2017	External Director of Yamaha Corporation	
	Date of birth	0 0.110 2 0 1 7	(current position)	
	December 16, 1956		External Director of AEON Financial Service	
	N. 1 C.1 C.1		Co., Ltd. (current position)	
	Number of shares of the	June 2018	External Director of Japan Freight Railway	
	Company held		Company (current position)	
	None	September 2018	External Director of the Company (current	
	Attendance at Board of	1	position)	
	Attendance at Board of Directors meetings	(Significant concurrent positions)		
	11/11	External Director of Yamaha Corporation		
	11/11		of AEON Financial Service Co., Ltd.	
	Reelection	• External Director	of Japan Freight Railway Company	
		[Reasons for select	ion as a candidate for external director]	
		Ms. Yoshimi Naka	jima has extensive experience and advanced	
	External Independent		ate manager of other companies both in Japan	
			has strived for medium- to long-term growth and	
		the improvement o	f sustainable corporate value through providing	
			on the overall management of the Company	
			perspective and properly supervising the	
		management. Therefore, the Company has nominated Ms.		
		_	didate for external director based on its judgment	
			e to continue to properly carry out her duties as	
		an external director		
			Nakajima meets the independence standards set	
			Stock Exchange, while at the same time does	
		J 1	al interests in the Company and thus does not	
pose a risk of conflict of interests with the general sh from a practical perspective, the Company has regist Nakajima as an independent director with the Tokyo Exchange. In the event that she is reelected, she will			<u> </u>	
		serve as an indepen		
	<u> </u>	serve as an indeper	ident director.	

(Notes) 1. No special interests exist between any of the candidates for director and the Company.

- 2. Messrs. Akira Mihayashi and Norio Uchida, Dr. Kozo Ishida and Ms. Yoshimi Nakajima are candidates for external director. Messrs. Akira Mihayashi and Norio Uchida, Dr. Kozo Ishida and Ms. Yoshimi Nakajima currently serve as external directors of the Company, and Mr. Mihayashi will have served for five years, Mr. Uchida will have served for four years, Dr. Ishida will have served for three years, and Ms. Nakajima will have served for one year as external directors 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 and Norio Uchida, Dr. Kozo Ishida and Ms. Yoshimi Nakajima respectively to limit their liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The Company plans to 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 Two Audit & Supervisory Board Members

The terms of office of the audit & supervisory board members, Mr. Makoto Ito and Mr. Senshu Asada, will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes to elect two audit & supervisory board members.

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

The candidates for audit & supervisory board members are as follows.

Candidate			Past experience and positions	
No. 1		April 1984	Joined Nippon Life Insurance Company	
	Makoto Ito	March 2008	General Manager of 1st Osaka Corporate	
			Finance Dept. and Kyushu Area Corporate	
	Date of birth		Finance Dept.	
	August 21, 1961	March 2012	General Manager of Metropolitan Area	
	_		Corporate Finance Dept.	
	Number of shares of the	April 2015	Joined the Company	
	Company held		Counselor to Senior Manager of Management	
	None	Ct	Planning Department	
		September 2015	Full-time Audit & Supervisory Board Member (current position)	
	Attendance at Board of	(Significant concu	`	
	Directors meetings 14/14		irent positions)	
	14/14	[Reasons for selec	tion as a candidate for audit & supervisory board	
	Attendance at Audit &	member]	aion as a candidate for addit & supervisory source	
	Supervisory Board	_	ssesses extensive experience and insight based	
	meetings		ner companies in which he was responsible for	
	19/19		nting departments. He has contributed to the	
		improvement of ef	fectiveness of auditing as a full-time audit &	
	Reelection	supervisory board member. Therefore, the Company has n		
		Mr. Ito as a candidate for audit & supervisory board member based		
		on its judgment that he will be able to continue to properly carry		
		out his duties as ar	audit & supervisory board member.	

Candidate		Past experience and positions		
No. 2		April 1977	Registered as an attorney	
			Joined the Daini Tokyo Bar Association	
		October 1996	Jointly established Koju Law Firm	
		June 2001	External Audit & Supervisory Board Member	
			of HIMIKO Co., Ltd.	
	Senshu Asada	September 2007	External Audit & Supervisory Board Member of the Company (current position)	
	Date of birth	April 2012	Auditor of Judo Federation of Tokyo (current position)	
	December 3, 1949	March 2014	Councilor of All Japan Judo Federation	
	NI william Calaman Calam		(current position)	
	Number of shares of the	June 2017	External Director of Ahkun Co., Ltd.	
	Company held None	(Significant concur		
	None	_	•	
	Attendance at Board of	[Reasons for select	ion as a candidate for external audit &	
	Directors meetings	supervisory board member]		
	14/14		has accumulated extensive experience and	
	Attendance at Audit & Supervisory Board meetings 19/19	advanced insight as an attorney, and he has provided appro		
	Reelection External			
	Independent	In addition, as Mr. Asada meets the independence standards set forth by the Tokyo Stock Exchange, while at the same time doe not have any special interests in the Company and thus does no pose a risk of conflict of interests with the general shareholders from a practical perspective, the Company has registered Mr. A as an independent audit & supervisory board member with the Tokyo Stock Exchange. In the event that he is reelected, he will continue to serve as an independent audit & supervisory board		
		member.	o an independent dudit & supervisory bound	

(Notes)

- 1. No special interests exist between any of the candidates for audit & supervisory board member and the Company.
- 2. Mr. Senshu Asada is a candidate for external audit & supervisory board member. He currently serves as an external audit & supervisory board member of the Company, and he will have served for 12 years 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. Makoto Ito and Senshu Asada respectively to limit their liability for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act. The Company plans to 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. 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 114th Ordinary General Meeting of Shareholders held on September 27, 2018, 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.

		Past experience and positions			
	April 1971	Joined Banyu Pharmaceutical Co., Ltd.			
	- P	(currently MSD K.K.)			
	March 1982	Registered as Certified Public Tax Accountant			
	April 1982	Opened Takao Nonaka Certified Public Tax			
	1191111302	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)			
Takao Nonaka	May 2012	Auditor of Incorporated Educational Institution Ishida Gakuen			
Date of birth	May 2013	Director of Incorporated Educational Institution Ishida Gakuen (current position)			
January 29, 1949	October 2013	Advisor of Kyobashi Certified Public Tax Accountants Political League (current position)			
Number of shares of the Company	June 2015	Auditor of Mutual Aid Association of Certified			
held		Public Tax Accountants in Japan (current			
None		position)			
		Audit & Supervisory Board Member of Nichizei			
External		Mutual Aid Co., Ltd. (current position)			
	February 2017	Audit & Supervisory Board Member of FIT			
	-	Leadintex, Inc. (current position)			
Independent	(Significant concu	arrent positions)			
	• President of Tak	ao Nonaka Certified Public Tax Accountant Office			
	[Reasons for selec	etion as a candidate for substitute external audit &			
	supervisory board	-			
		a has insight gained through extensive experience			
	_	ic tax accountant and experience as an audit &			
		member of the Company as well as other			
		ompany has nominated Mr. Nonaka as a			
	supervisory board				
	candidate for substitute external audit & supervisory board member, based on its expectation that he will leverage such knowledge and experience in the audits of the Company. 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 &				

(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 adequate 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.

Consolidated Financial Statements Consolidated Balance Sheets (As of June 30, 2019)

(Unit: Millions of ven)

Description	Amount	Description	Amount
	7 Hillount	(Liabilities)	7 tinount
(Assets) Current assets	181,962	Current liabilities	94,501
Cash on hand and in banks	58,557	Notes and accounts payable, trade	40,748
Notes and accounts receivable, trade	77,236	Short-term loans payable	14,915
Merchandise and finished goods	3,937	Lease obligations	306
Work in process	24,033	Income taxes payable	2,802
Raw materials and supplies	11,803	Advances received	15,849
Other	6,840	Accrued employees' bonuses	3,625
Allowance for doubtful accounts	(444)		485
	` ′		
Non-current assets	100,340	Accrued warranty costs	1,632
Property, plant and equipment	65,687	Provision for loss on order received	1,099
Buildings and structures	29,951	Other	13,041
Machinery, equipment and vehicles	17,459	Long-term liabilities	30,213
Tools, furniture and fixtures	1,981	Long-term loans payable	20,668
Land	8,357	Lease obligations	551
Leased assets	715	Deferred tax liabilities	16
Construction in progress	7,226	Net defined benefit liability	7,846
Intangible assets	3,446	Accrued directors' retirement benefits	75
Leased assets	55	Provision for board benefit trust	145
Software	1,030	Asset retirement obligations	399
Other	2,361	Other	512
Investments and other assets	31,207	Total liabilities	124,714
Investment securities	13,797	(Net Assets)	
Deferred tax assets	10,180	Shareholders' equity	145,522
Other	11,690	Capital stock	20,873
Allowance for doubtful accounts	(4,462)	Capital surplus	3,912
		Retained earnings	120,985
		Treasury shares	(247)
		Accumulated other comprehensive income	5,390
		Valuation difference on available-for-sale securities	6,652
		Foreign currency translation adjustment	266
		Remeasurements of defined benefit plans	(1,528)
		Non-controlling interests	6,676
		Total net assets	157,588
Total assets	282,302	Total liabilities and net assets	282,302

Consolidated Statements of Income

(July 1, 2018 – June 30, 2019)

(Unit: Millions of yen)

Description	Amount	
Net sales		220,721
Cost of sales		155,845
Gross profit		64,876
Selling, general and administrative expenses		41,047
Operating income		23,828
Non-operating income		
Interest income	183	
Dividend income	687	
Rent income	296	
Insurance and dividend income	610	
Share of profit of entities accounted for using equity method	346	
Other	694	2,816
Non-operating expenses		
Interest expenses	293	
Commission for syndicate loan	139	
Other	637	1,069
Ordinary income		25,575
Extraordinary income		
Gain on sales of investment securities	1,710	
Gain on change in equity	303	
Gain on sales of non-current assets	75	2,088
Extraordinary losses		
Loss on retirement of non-current assets	156	
Impairment loss	331	
Other	27	515
Income before income taxes		27,148
Current income taxes	6,709	
Deferred income taxes	451	7,160
Profit		19,988
Net income attributable to non-controlling interests		1,323
Profit attributable to owners of parent		18,665

Consolidated Statements of Changes in Equity

(July 1, 2018 – June 30, 2019)

(Unit: Millions of yen)

	Shareholders' equity						
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity		
Balance at the beginning of current period	20,873	3,912	107,238	(266)	131,756		
Cumulative effects of changes in accounting policies			(230)		(230)		
Restated balance at the beginning of current period	20,873	3,912	107,008	(266)	131,526		
Changes of items during the period							
Dividends of surplus			(4,688)		(4,688)		
Net income attributable to owners of parent			18,665		18,665		
Purchase of treasury shares				(0)	(0)		
Disposal of treasury shares				20	20		
Net changes of items other than shareholders' equity							
Total changes of items during the period	_	_	13,977	19	13,996		
Balance at the end of current period	20,873	3,912	120,985	(247)	145,522		

	Accı	imulated other co				
	Valuation difference on available-for- sale securities	Foreign currency translation adjustment	Remeasure- ments of defined benefit plans	Total accumulated other comprehensive income	Non- controlling interests	Total net assets
Balance at the beginning of current period	14,950	2,579	(1,753)	15,775	6,538	154,069
Cumulative effects of changes in accounting policies						(230)
Restated balance at the beginning of current period	14,950	2,579	(1,753)	15,775	6,538	153,839
Changes of items during the period						
Dividends of surplus						(4,688)
Net income attributable to owners of parent						18,665
Purchase of treasury shares						(0)
Disposal of treasury shares						20
Net changes of items other than shareholders' equity	(8,298)	(2,313)	225	(10,385)	138	(10,248)
Total changes of items during the period	(8,298)	(2,313)	225	(10,385)	138	3,749
Balance at the end of current period	6,652	266	(1,528)	5,390	6,676	157,588

Non-consolidated Financial Statements

Non-consolidated Balance Sheets

(As of June 30, 2019)

(Unit: Millions of yen)

Description	Amount	Description	Amount
(Assets)	/ Milouit	(Liabilities)	7 Milouit
Current assets	119,590	Current liabilities	77,530
Cash on hand and in banks	33,205	Notes payable, trade	1,436
Electronically recorded monetary	ĺ	Electronically recorded obligations,	
claims, operating	652	operating	13,585
Accounts receivable, trade	47,856	Accounts payable, trade	30,543
Finished goods	1,168	Short-term loans payable	4,050
Raw materials	3,561	Current portion of long-term loans	ŕ
Work in process	9,895	payable	7,269
Short-term loans receivable	15,217	Lease obligations	96
Accounts receivable, other	3,869	Accounts payable, other	3,795
Other	4,167	Income taxes payable	78
Non-current assets	83,425	Advances received	8,052
Property, plant and equipment	39,544	Deposits received	4,549 565
Buildings Structures	15,164	Accrued employees' bonuses Accrued directors' bonuses	
	295		194
Machinery and equipment	13,179	Accrued warranty costs Provision for loss on order received	790
Vehicles	13		1,022
Tools, furniture and fixtures	661	Other	1,506
Land	5,603	Long-term liabilities	21,266
Leased assets	135	Long-term loans payable	20,468
Construction in progress	4,494	Lease obligations	79
Intangible assets	2,551	Provision for retirement benefits	114
Patent right	1,371	Provision for board benefit trust	145
Software	481	Asset retirement obligations	209
Other	699	Other	251
Investments and other assets	41,330	Total liabilities	98,796
Investment securities	10,370	(Net Assets)	
Shares of subsidiaries and associates	12,742	Shareholders' equity	97,599
Investments in capital of subsidiaries	10,842	Capital stock	20,873
and associates		Capital surplus	4,582
Long-term loans receivable	548	Legal capital surplus	105
Guarantee deposits	255	Other capital surplus	4,477
Deferred tax assets	6,079	Retained earnings	72,390
Other	4,664	Legal retained earnings	1,442
Allowance for doubtful accounts	(4,170)	Other retained earnings	70,948
		Reserve for advanced depreciation of	502
		non-current assets	592
		Retained earnings brought forward	70,356
		Treasury shares	(246)
		Valuation and translation adjustments	6,620
		Valuation difference on	
		available-for-sale securities	6,620
		Total net assets	104,219
Total assets	203,015	Total liabilities and net assets	203,015

Non-consolidated Statements of Income

(July 1, 2018 – June 30, 2019)

(Unit: Millions of yen)

Description	Amount	
Net sales		119,509
Cost of sales		90,546
Gross profit		28,963
Selling, general and administrative expenses		21,328
Operating income		7,635
Non-operating income		
Interest and dividend income	6,485	
Rent income	410	
Other	506	7,401
Non-operating expenses		
Interest expenses	231	
Assets for lease expenses	321	
Foreign exchange losses	236	
Commission for syndicate loan	139	
Other	210	1,137
Ordinary income		13,899
Extraordinary income		
Gain on sales of investment securities	1,710	1,710
Extraordinary losses		
Loss on retirement of non-current assets	141	
Impairment loss	151	293
Income before income taxes		15,316
Current income taxes	1,646	
Deferred income taxes	1,512	3,158
Profit		12,159

Non-consolidated Statements of Changes in Equity (July 1, 2018 – June 30, 2019)

(Unit: Millions of yen)

	Shareholders' equity									
		Ca	apital surpl	us		Retained earnings				
						Other retain	ned earnings			
	Capital stock	Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Reserve for advanced depreciation of non-current assets	Retained earnings brought forward	Total retained earnings	Treasury shares	Total shareholders' equity
Balance at the beginning of current period Changes of items	20,873	105	4,477	4,582	973	654	63,293	64,919	(265)	90,109
during the period										
Dividends of surplus							(4,688)	(4,688)		(4,688)
Provision of legal retained earnings due to dividends of surplus					469		(469)	-		-
Reversal of reserve for advanced depreciation of non-current assets						(62)	62	-		-
Net income							12,159	12,159		12,159
Purchase of treasury shares									(0)	(0)
Disposal of treasury shares									20	20
Net changes of items other than shareholders' equity										
Total changes of items during the period	-	-	-	-	469	(62)	7,063	7,470	19	7,490
Balance at the end of current period	20,873	105	4,477	4,582	1,442	592	70,356	72,390	(246)	97,599

	Valuation and trans		
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	Total net assets
Balance at the beginning of current period	14,918	14,918	105,028
Changes of items during the period			
Dividends of surplus			(4,688)
Provision of legal retained earnings due to dividends of surplus			1
Reversal of reserve for advanced depreciation of non-current assets			I
Net income			12,159
Purchase of treasury shares			(0)
Disposal of treasury shares			20
Net changes of items other than shareholders' equity	(8,298)	(8,298)	(8,298)
Total changes of items during the period	(8,298)	(8,298)	(808)
Balance at the end of current period	6,620	6,620	104,219