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(Stock Exchange Code 6957)  
June 9, 2017

**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 59TH 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 59th 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 28, 2017, Japan time.

- 1. Date and Time:** Thursday, June 29, 2017, at 10 a.m. Japan time
- 2. Place:** Royal Princess, Fourth floor, Urawa Royal Pines Hotel,  
located at 2-5-1, Naka-cho, Urawa-ku, Saitama-shi, Saitama, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. Business Report, Consolidated Financial Statements for the Company's 59th Fiscal Year (April 1, 2016 - March 31, 2017) 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 59th Fiscal Year (April 1, 2016 - March 31, 2017)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of Nine Directors
    - Proposal 3:** 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 59th 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  
¥60 per share of the Company's common shares (dividends to be increased by ¥5 per share from the previous fiscal year)  
Total amount: ¥466,439,820
- (3) Effective date of dividend of surplus  
June 30, 2017

## Proposal 2: Election of Nine Directors

Upon the conclusion of this Annual General Meeting of Shareholders, the term of office of all eight Directors will expire. We propose the addition of one Director for the enhancement of the management structure, and accordingly, shareholders are requested to elect nine Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1	Hiroyuki Hashikura (July 5, 1952)	<p>January 1987    Joined the Company</p> <p>June 1997    Director, assistant to Manufacturing Headquarters and General Manager, Development Department, the Company</p> <p>March 2004    Director of Manufacturing Engineering, the Company</p> <p>February 2005    Managing Director, Director of Development, the Company</p> <p>May 2005    Director of Development, the Company</p> <p>June 2006    Deputy President, Director of Engineering, the Company</p> <p>February 2007    Managing Director, Director of Sales, the Company</p> <p>April 2007    Deputy President, Director of Manufacturing, the Company</p> <p>June 2007    President, the Company (to present)</p>	47,500
<p>[Reason for the nomination as Director]</p> <p>Mr. Hiroyuki Hashikura has considerable experience, achievements and insight concerning management as President of the Company. As he is judged to be qualified to make decisions on material management matters and execute business activities across the entire Group, we decided to nominate him as a candidate for Director.</p>			
2	Toyohide Kudou (April 20, 1956)	<p>April 1979    Joined the Company</p> <p>August 2002    Executive Officer, Assistant Chief, Development Headquarters and General Manager, Development Department-I, the Company</p> <p>June 2005    Director, Assistant Chief, Development Headquarters and General Manager, FA Department, the Company</p> <p>January 2006    Director, General Manager, FA Department, the Company</p> <p>April 2007    Director, the Company</p> <p>April 2017    Director, Deputy Chief, Manufacturing Headquarters, the Company (to present)</p> <p>[Significant concurrent positions]</p> <p>President, FUKUSHIMA SHIBAURA ELECTRONICS CO., LTD.</p>	6,300
<p>[Reason for the nomination as Director]</p> <p>Mr. Toyohide Kudou has been engaged in corporate management as Director since 2005 and performed his roles and duties effectively. He currently serves as Deputy Chief of the Manufacturing Headquarters of the Company and President of FUKUSHIMA SHIBAURA ELECTRONICS CO., LTD. with his considerable experience and extensive knowledge in the thermistor elements business and overall technologies. As he is judged to be qualified to make decisions on material management matters and execute business activities, we decided to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
3	Takumi Hamada (August 31, 1956)	<p>April 1979    Joined the Company</p> <p>February 2007    Executive Officer, the Company</p> <p>October 2009    Executive Officer, Assistant Chief, Manufacturing Headquarters and General Manager, Logistics Department, the Company</p> <p>June 2011    Director of Manufacturing and General Manager, Logistics Department and General Manager, Production Management Department, the Company</p> <p>July 2014    Director of Manufacturing, the Company (to present)</p>	3,700
<p>[Reason for the nomination as Director]</p> <p>Mr. Takumi Hamada has been engaged in corporate management as Director since 2011 and performed his roles and duties effectively. He currently serves as Director of Manufacturing with his considerable experience and extensive knowledge in overall production management and overseas manufacturing operations. As he is judged to be qualified to make decisions on material management matters and execute business activities, we decided to nominate him as a candidate for Director.</p>			
4	Kazuo Hosoi (April 16, 1956)	<p>October 2006    Joined the Company</p> <p>July 2008    Executive Officer, General Manager, Internal Audit Office, the Company</p> <p>April 2011    Executive Officer, General Manager, Administration Division, the Company</p> <p>June 2011    Director, General Manager, Administration Division, the Company</p> <p>November 2016    Director of Administration, the Company (to present)</p>	2,800
<p>[Reason for the nomination as Director]</p> <p>Mr. Kazuo Hosoi has been engaged in corporate management as Director since 2011 and performed his roles and duties effectively. He currently serves as Director of Administration with his considerable experience and extensive knowledge in the overall administrative management field including finance, accounting and human resources management. As he is judged to be qualified to make decisions on material management matters and execute business activities, we decided to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
5	Takeru Yamashita (June 28, 1962)	<p>January 1995    Joined the Company</p> <p>July 2003        General Manager, Sensors Department-III, the Company</p> <p>January 2006    Assistant Chief, Engineering Headquarters, the Company</p> <p>July 2014        General Manager, Air Conditioning &amp; Automotive Business Division and General Manager, Automotive Components Development Department, the Company</p> <p>June 2015        Director, Deputy Chief, Engineering Headquarters and General Manager, Air Conditioning &amp; Automotive Business Division, the Company</p> <p>November 2016   Director of Quality Management Headquarters, the Company (to present)</p>	2,400
<p>[Reason for the nomination as Director]</p> <p>Mr. Takeru Yamashita has been engaged in corporate management as Director since 2015 and performed his roles and duties effectively. He currently serves as Director of Quality Management after his position as Deputy Chief of the Engineering Headquarters with his considerable experience and extensive knowledge in the design and development operations of sensors and the overall quality management field. As he is judged to be qualified to make decisions on material management matters and execute business activities, we decided to nominate him as a candidate for Director.</p>			
6	Noriyuki Nakayama (November 27, 1958)	<p>April 1981        Joined the Company</p> <p>January 2004    General Manager, Sensors Department, the Company</p> <p>April 2008        Assistant Chief, Engineering Headquarters and General Manager, Development &amp; FA Department, the Company</p> <p>August 2014     Acting Chief, Engineering Headquarters and General Manager, Home Appliances &amp; Industrial Business Division, the Company</p> <p>June 2015        Director of Engineering and General Manager, Home Appliances &amp; Industrial Business Division, the Company</p> <p>November 2016   Director of Engineering and General Manager, Home Appliances &amp; Industrial Business Division and General Manager, Air Conditioning &amp; Automotive Business Division, the Company (to present)</p>	3,900
<p>[Reason for the nomination as Director]</p> <p>Mr. Noriyuki Nakayama has been engaged in corporate management as Director since 2015 and performed his roles and duties effectively. He currently serves as Director of Engineering with his expertise in the design and development operations of thermistor sensors and considerable experience and extensive knowledge in the overall technologies and development field. As he is judged to be qualified to make decisions on material management matters and execute business activities, we decided to nominate him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
7	*Kazuto Koshimizu (July 23, 1962)	<p>April 1986      Joined the Company</p> <p>June 2011      General Manager, Development Department, the Company</p> <p>January 2013    Assistant to Engineering Headquarters, the Company (to present)</p> <p>[Significant concurrent positions] Director and Factory Manager, FUKUSHIMA SHIBAURA ELECTRONICS CO., LTD.</p>	1,000
<p>[Reason for the nomination as Director] Mr. Kazuto Koshimizu has been engaged in the development department since he joined the Company and currently serves as Director and Factory Manager of FUKUSHIMA SHIBAURA ELECTRONICS CO., LTD. We decided to nominate him as a candidate for Director since he is judged to be qualified to make decisions on material management matters and execute business activities with his considerable experience and extensive knowledge in the overall technologies and development field including his expertise in the development of thermistor elements.</p>			
8	*Akira Kasai (May 10, 1968)	<p>December 1994    Joined ROHM Co., Ltd.</p> <p>July 2012        Joined the Company</p> <p>January 2013     Office Manager, Urawa Sales Office, the Company</p> <p>January 2015     General Manager, Domestic Sales Management Division and Office Manager, Nagoya Sales Office, the Company</p> <p>April 2016       Deputy Chief, Sales Headquarters, the Company</p> <p>April 2017       Deputy Chief, Sales Headquarters and Office Manager, Urawa Sales Office, the Company (to present)</p>	200
<p>[Reason for the nomination as Director] Mr. Akira Kasai has been engaged in the sales division since he joined the Company and currently serves as Deputy Chief of the Sales Headquarters. We decided to nominate him as a candidate for Director, since he is judged to be qualified to make decisions on material management matters and execute business activities with his considerable experience and extensive knowledge based on his long-term sales activities in the electronic component industry.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
9	Shozo Saito (January 6, 1950)	November 1973    Joined Chiyoda Audit Corporation September 1977    Registered as certified public accountant January 1987       Partner, Shinko Audit Corporation September 1993    Representative Partner, Chuo Audit Corporation  August 2007       Representative Partner, ShinNihon Audit Corporation (presently Ernst & Young ShinNihon LLC)  July 2008           Director, Saito CPA Office (to present) March 2009        Auditor, Mishima Kaiun Memorial Foundation (to present)  June 2012           Director, the Company (to present)	1,900
[Reason for the nomination as Director] We decided to nominate Mr. Shozo Saito as a candidate for Outside Director since he currently performs his role as Outside Director of the Company appropriately in decisions of material management matters and supervision over business execution based on his expertise, extensive experience and insight concerning finance, accounting and internal control fostered through his duties as a certified public accountant.			

(Notes)

1. The persons with an asterisk are new candidates for Directors.
2. No conflict of interest exists between each candidate and the Company.
3. Mr. Shozo Saito is a candidate for Outside Director. The Company has designated Mr. Shozo Saito as an independent officer as prescribed by the Tokyo Stock Exchange and filed him as such with the Exchange.
4. The term of office of Mr. Shozo Saito as Outside Director of the Company will be 5 years upon the conclusion of this Annual General Meeting of Shareholders.
5. Agreement to limit liability with Outside Director  
 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shozo Saito to limit his liability for damages as stipulated in Article 423, Paragraph 1 of said Act. In the event that the reelection of Mr. Shozo Saito is approved, the Company will limit his liability to the amount set forth in laws and regulations and continue said agreement with him.

### **Proposal 3: Payment of Bonuses to Corporate Officers**

We propose to pay executive bonuses in the amount of ¥60 million in total to seven Directors excluding one Outside Director among eight Directors as of the end of the fiscal year under review, taking the business performance of the period, etc. into consideration.