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Securities code: 6941

June 8, 2017

To our shareholders:

Yoshitaka Ota
President
YAMAICHI ELECTRONICS CO., LTD.
2-16-2, Minamikamata, Ota-ku, Tokyo, JAPAN

NOTICE OF THE 62ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 62nd Ordinary General Meeting of Shareholders of YAMAICHI ELECTRONICS CO., LTD. (the “Company”), which will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by mail or via the Internet. We request that you follow the instructions laid out below and exercise your voting rights on or before 5:15 p.m. on Tuesday, June 27, 2017 (JST) after considering the following Reference Documents for the General Meeting of Shareholders.

- 1. Date and Time:** Wednesday, June 28, 2017 at 10:00 a.m. (JST)
- 2. Venue:** Fourth floor, Convention Hall, Ota City Industrial Plaza (PiO)
1-20-20 Minamikamata, Ota-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 62nd Term (from April 1, 2016 to March 31, 2017), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 62nd Term (from April 1, 2016 to March 31, 2017)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of six (6) Directors
Proposal 3: Election of one (1) Audit & Supervisory Board Member
Proposal 4: Election of one (1) substitute Audit & Supervisory Board Member
Proposal 5: Decision of Remuneration for Directors to Grant Restricted Shares Thereto

4. Instructions on Exercising Voting Rights

- (1) Voting by mail (in writing)
Please complete the enclosed voting form by indicating “for” or “against” for the proposals and return the form so that it arrives by 5:15 p.m. on Tuesday, June 27, 2017 (JST).
- (2) Voting via the Internet
Please refer to “Information on Exercising Voting Rights via the Internet” and vote by 5:15 p.m. on Tuesday, June 27, 2017 (JST). (Japanese only)
- (3) Handling of duplicate votes by mail and via the Internet
If you vote twice, by mail and via the Internet, we will consider only the vote via the Internet to be valid.
- (4) Handling of multiple votes via the Internet
If you vote more than once via the Internet, we will consider only the final vote to be valid.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company's basic policy for profit distribution is to raise corporate value in the medium to long term, maintain stable dividends and return profits appropriately to shareholders, while also strengthening our financial structure and business foundation.

In light of a comprehensive assessment of earnings in this fiscal year, future business trends and the financial foundation, and in recognition of the 60th anniversary of the Company's foundation, celebrated on November 1, 2016, we propose a 15-yen ordinary dividend plus a 5-yen commemorative dividend to express our gratitude to our shareholders for their support up until now, as set forth below.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
20 yen per common share of the Company
(A 15-yen ordinary dividend plus a 5-yen commemorative dividend marking the 60th anniversary of the Company's foundation)
Total amount of dividends: 432,466,740 yen
- (3) Effective date of distribution of dividends of surplus
June 29, 2017

Proposal 2: Election of six (6) Directors

The terms of office of all six Directors expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of six Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yoshitaka Ota (October 10, 1948)	<p>May 2002 Joined the Company</p> <p>Apr. 2004 Senior Executive Officer and Senior General Manager of Manufacturing Div.</p> <p>Oct. 2005 Manager of Sakura Factory</p> <p>Apr. 2007 General Manager of Corporate Planning Dept.</p> <p>June 2008 Director</p> <p>June 2009 Executive Vice-president, Pricon Microelectronics, Inc.</p> <p>June 2010 Audit & Supervisory Board Member of the Company (full-time)</p> <p>June 2013 President (present position)</p>	64,800
<p>Reasons for nomination as candidate for Director</p> <p>Yoshitaka Ota possesses wide-ranging knowledge and experience in the Company's overall operations from his experience in each division, and given his achievements as the President, we have nominated him as a candidate for Director.</p>			
2	Takeshi Tsuchiya (June 1, 1961)	<p>Apr. 1984 Joined the Company</p> <p>Feb. 2004 Executive Officer</p> <p>Apr. 2006 President, Yamaichi Electronics Shenzhen Co., Ltd.</p> <p>Apr. 2008 Executive Officer and Senior General Manager of TS Business Div. of the Company (present position)</p> <p>June 2013 Director and Senior Executive Officer (present position)</p> <p>June 2016 In charge of Optical-related Business</p>	15,100
<p>Reasons for nomination as candidate for Director</p> <p>Takeshi Tsuchiya possesses extensive knowledge and experience in the Company's operations, particularly in the sales division, and also has experience in corporate management at subsidiaries. Given his achievements as Director, we have nominated him as a candidate for Director.</p>			
3	Junichi Kameya (June 29, 1964)	<p>Apr. 1987 Joined the Company</p> <p>Oct. 2007 President, Yamaichi Electronics Shenzhen Co., Ltd.</p> <p>Apr. 2012 Executive Officer and Senior General Manager of Manufacturing Div., General Manager of Manufacturing Control Dept. of the Company</p> <p>Apr. 2013 Senior General Manager of CS Business Div. (present position)</p> <p>June 2013 Director and Senior Executive Officer (present position)</p>	17,300
<p>Reasons for nomination as candidate for Director</p> <p>Junichi Kameya possesses extensive knowledge and experience in the Company's operations, particularly in the sales division and the manufacturing division, and also has experience in corporate management at subsidiaries. Given his achievements as Director, we have nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Kazuhiro Matsuda (April 11, 1964) New election	Dec. 1988	Joined the Company	3,000
		Apr. 2009	General Manager of Overseas Sales Dept., Sales Headquarters, Business Control Headquarters	
		Apr. 2014	President, Yamaichi Electronics USA, Inc.	
		Apr. 2015	Executive Officer of the Company (present position)	
		Apr. 2017	Acting Senior General Manager of Administration Div. (present position)	
Reasons for nomination as candidate for Director				
Kazuhiro Matsuda possesses extensive knowledge and experience in the Company's operations, particularly in the overseas sales division, and also has experience in corporate management at subsidiaries. Given his achievements, we have newly nominated him as a candidate for Director.				
5	Kensho Kusumi (February 1, 1940)	Apr. 1963	Joined Nissan Motor Co., Ltd.	-
		June 1998	Executive Vice President, Nissan Motor Co., Ltd.	
		Apr. 2002	Visiting professor, Graduate School of Economics, Chuo University	
		June 2002	Outside Statutory Auditor, Nissan Shatai Co., Ltd.	
		June 2002	Outside Audit & Supervisory Board Member, Calsonic Kansei Corporation	
		July 2005	President, SME Region Shared Service Corporation	
		June 2009	Outside Director, Hibiya Engineering, Ltd. (present position)	
		June 2015	Outside Director of the Company (present position)	
Reasons for nomination as candidate for Outside Director				
Kensho Kusumi has extensive experience over many years as a corporate executive and possesses wideranging knowledge. He provides objective and unbiased advice on management, and we have nominated him as a candidate for Outside Director.				
6	Tomohiro Murata (June 17, 1968)	Apr. 1991	Joined Daiwa Securities Co. Ltd.	-
		July 1994	Joined Daiwa Institute of Research Ltd.	
		Sept. 1996	Joined Morgan Stanley Japan Limited	
		Feb. 2009	Joined Frontier Management Inc. Managing Director (present position)	
		June 2015	Outside Director of the Company (present position)	
Reasons for nomination as candidate for Outside Director				
Tomohiro Murata has extensive experience over many years as a management consultant and possesses wide-ranging knowledge. He provides objective and unbiased advice on management, and we have nominated him as a candidate for Outside Director. While he does not have experience in working directly in corporate management, for the reasons given above, we believe that he would fulfill his responsibilities as an Outside Director.				

- Notes:
1. There is no special interest between each candidate and the Company.
 2. Kensho Kusumi and Tomohiro Murata are the candidates for Outside Directors. The Company has registered them as Independent Officers as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. If their reelections are approved, the Company will continue to register them as Independent Officers.
 3. Kensho Kusumi and Tomohiro Murata are currently the Company's Outside Directors, and both will have served as Outside Directors for two years as of the conclusion of this General Meeting of Shareholders.
 4. Based on the provisions in Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Kensho Kusumi and Tomohiro Murata that limit the liability for damages specified in Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of that Act. If the reelections of both Mr. Kusumi and Mr. Murata are approved, the Company plans to continue these agreements.

Proposal 4: Election of one (1) substitute Audit & Supervisory Board Member

The term of office of Zenji Matsuo, who was appointed as substitute Audit & Supervisory Board Member at the 61st Ordinary General Meeting of Shareholders held on June 28, 2016, will expire by the start of this General Meeting of Shareholders. Accordingly, the Company proposes to elect one substitute Audit & Supervisory Board Member to prepare for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Zenji Matsuo (September 11, 1947)	Apr. 1970 Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) Apr. 1995 General Manager of Planning, Procurement Department, Toshiba Corporation June 2000 Director and General Manager of Supply Sales Department, Toshiba Business & Life Service Corporation June 2004 Managing Director and General Manger of Procurement Department, Corporate Planning Department, Toshiba Business & Life Service Corporation June 2007 Adviser, Toshiba Business & Life Service Corporation Apr. 2008 Director Construction Industry Management Operations Officer, Toshiba Business & Life Service Corporation Sept. 2009 Retired from Toshiba Business & Life Service Corporation	—
Reasons for nomination as candidate for substitute Audit & Supervisory Board Member Zenji Matsuo has many years of experience as a corporate manager, and is expected to supervise the Directors' execution of operations from an objective and unbiased perspective, making him a well-qualified choice for the Company's Outside Audit & Supervisory Board Member.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Zenji Matsuo is the candidate for substitute Outside Audit & Supervisory Board Member.
 3. If Mr. Matsuo is appointed, the Company plans to conclude an agreement with him that limits the liability for damages specified in Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 based on the provisions in Article 427, Paragraph 1 of that Act.

Proposal 5: Decision of Remuneration for Directors to Grant Restricted Shares Thereto

With regard to the amount of remuneration, etc. for Directors of the Company, it was approved at the 30th Ordinary General Meeting of Shareholders held on March 17, 1986, that the annual remuneration shall be no more than 500 million yen (excluding employee salaries of Directors who concurrently serve as employees). In addition, a revision for the above amount to include bonuses was approved at the 52nd Ordinary General Meeting of Shareholders held on June 27, 2007.

At this Ordinary General Meeting of Shareholders, the Company proposes to provide additional remuneration in the form of a grant of shares with transfer restrictions to Directors of the Company (excluding outside Directors; referred to as "Subject Directors") within the maximum limit established separately from the aforementioned maximum amount of remuneration for the purpose of providing an incentive for Directors to continuously increase the Company's medium- to long-term results and its corporate value and to enhance a management focus on shareholder interests through further promoting the sharing of values between Directors and shareholders.

Pursuant to this proposal, remuneration shall be paid in the form of monetary claims ("Monetary Remuneration Claims") to grant shares with transfer restrictions to the Subject Directors, and the total amount shall be no more than 90 million yen per year, an amount deemed to be reasonable in light of the aforementioned purpose. The specific timing and allocation of such remuneration to the Subject Directors shall be determined by the Board of Directors. However, no remuneration to grant shares with transfer restrictions shall be paid to outside Directors.

The above remuneration amounts do not include employee salaries of Directors who concurrently serve as employees.

The number of Directors is currently six (6) (including two (2) outside Directors). Subject to the approval and adoption of Proposal 2 (Election of six (6) Directors) as originally proposed, the number of Directors shall be six (6) (including two (2) outside Directors).

In addition, the Subject Directors shall pay all of the Monetary Remuneration Claims to be provided pursuant to this proposal in the form of property contributed in kind in accordance with the resolution of the Board of Directors of the Company, and shall receive common shares of the Company that shall be issued or disposed of by the Company. The total number of common shares of the Company to be issued or disposed of by the Company shall be no more than 70,000 shares annually; provided, however, that, if a share split (including gratis allocation of the Company's common shares) or share consolidation of the Company's common shares is executed on or after the day of approval of this proposal or other grounds occur necessitating adjustment of the total number of the Company's common shares issued or disposed of as shares with transfer restrictions, the total number of shares shall be adjusted to a reasonable extent. The amount to be paid in per share shall be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before the date of each resolution of the Board of Directors (if there is no closing price on such date, the closing price of the closest preceding trading day) to the extent that the amount is not particularly beneficial to the Subject Directors who will receive the common shares. When issuing or disposing of the common shares of the Company, an agreement on allotment of shares with transfer restrictions that includes the provisions summarized below (the "Allotment Agreement") shall be entered into between the Company and each Subject Director.

(1) Restricted period

Subject Directors may not transfer, create security interests in, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement (the "Allotted Shares") for a period of at least one year and no more than three years determined in advance by the Board of Directors of the Company (the "Restricted Period"). The restrictions described in the preceding sentence will hereinafter be collectively referred to as the "transfer restrictions."

(2) Treatment on retirement from office

If a Subject Director retires from the position of Director or Executive Officer not concurrently serving as Director of the Company or any of its subsidiaries before expiration of the Restricted Period, the Company shall automatically acquire such Allotted Shares without contribution, except in the case of expiration of term of office, death, or other grounds the Board of Directors of the Company deems justifiable.

(3) Lifting of transfer restrictions

Notwithstanding the provisions in (1) above, the Company shall lift the transfer restrictions on all of the Allotted Shares upon expiration of the Restricted Period, on the condition that the Subject Director has remained in the position of Director or Executive Officer not concurrently serving as Director of the Company or any of its subsidiaries throughout the Restricted Period. If a Subject Director leaves the position designated in (2) above before the expiration of the Restriction Period due to expiration of term of office, death, or other grounds the Board of Directors of the Company deems justifiable as specified in (2) above, the Company shall rationally adjust the number of the Allotted Shares on which the transfer restrictions are to be lifted and the timing of lifting the transfer restrictions as needed.

(4) Treatment during reorganization, etc.

Notwithstanding the provisions in (1) above, if, during the Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the Allotted Shares with the number of shares that is reasonably determined considering the period from the beginning of the Restriction Period to the date of approval of the reorganization, etc., prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In cases provided above, the Company shall automatically acquire without contribution the Allotted Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(5) Other Matters to be Determined by the Board of Directors

Further to the above, the methods of expression of intent and notice under the Allotment Agreement, the method of revision of the Allotment Agreement, and other matters to be determined by the Board of Directors shall be specified in the Allotment Agreement.