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Securities code: 6941

June 6, 2019

To our shareholders:

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

NOTICE OF THE 64TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 64th 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 25, 2019 (JST) after considering the following Reference Documents for the General Meeting of Shareholders.

- 1. Date and Time:** Wednesday, June 26, 2019 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 64th Term (from April 1, 2018 to March 31, 2019), 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 64th Term (from April 1, 2018 to March 31, 2019)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors
- Proposal 3:** Election of one (1) Audit & Supervisory Board Member
- Proposal 4:** Election of one (1) Substitute Audit & Supervisory Board Member

4. Instructions on Exercising Voting Rights

5. Disclosures on the Internet

Of the documents that should be provided alongside this Notice of the Ordinary General Meeting of Shareholders for the term under review, based on the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters are posted on the Company’s website (URL: <http://www.yamaichi.co.jp/>), and so therefore have not been included in the documents provided with this Notice of Convocation. Therefore, the documents provided with this notice include some that have been audited by the Audit & Supervisory Board Members or the accounting auditors when preparing the audit report.

1. Notes to Consolidated Financial Statements
2. Notes to Non-Consolidated Financial Statements

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, we propose to pay the following dividends, to the amount of 22 yen per share.

Including the interim dividend of 10 yen per share, the annual dividend per share will be 32 yen per share.

Type of dividend property

Cash

Allocation of dividend property and total amount thereof

22 yen per common share of the Company

Total amount of dividends: 483,074,856 yen

Effective date of distribution of dividends of surplus

June 27, 2019

Proposal 2: Election of eight (8) Directors

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

The candidates for Directors are as follows:

No.	Name	Position in the Company	
1	Yoshitaka Ota	President	Reelection
2	Takeshi Tsuchiya	Director and Managing Executive Officer	Reelection
3	Junichi Kameya	Director and Senior Executive Officer	Reelection
4	Kazuhiro Matsuda	Director and Senior Executive Officer	Reelection
5	Nobuhiro Kishimura	Director and Senior Executive Officer	Reelection
6	Kensho Kusumi	Director	Reelection Outside Independent
7	Tomohiro Murata	Director	Reelection Outside Independent
8	Yoichiro Sakuma	Director	Reelection Outside Independent

Reelection Candidate for Director to be reelected
Outside Candidate for Outside Director
Independent Independent officer as defined by the securities exchange

- Notes:
1. There is no special interest between each candidate and the Company.
 2. Kensho Kusumi, Tomohiro Murata and Yoichiro Sakuma are candidates for Outside Directors.
 3. The Company has registered Kensho Kusumi, Tomohiro Murata, and Yoichiro Sakuma 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.
 4. Based on the provisions in Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Kensho Kusumi, Tomohiro Murata, and Yoichiro Sakuma 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 their reelections are approved, the Company plans to continue these agreements.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned	
1	Yoshitaka Ota (October 10, 1948) Reelection Tenure 6 years Attendance at Board of Directors meetings 12/12	May 2002 Apr. 2004 Oct. 2005 Apr. 2007 June 2008 June 2009 June 2010 June 2013 May 2017	Joined the Company Senior Executive Officer and Senior General Manager of Manufacturing Div. Manager of Sakura Factory General Manager of Corporate Planning Dept. Director Executive Vice-president, Pricon Microelectronics, Inc. Audit & Supervisory Board Member of the Company (full-time) President (present position) In charge of Optical-related Business	121,400
		Reasons for nomination as candidate for Director 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.		
2	Takeshi Tsuchiya (June 1, 1961) Reelection Tenure 6 years Attendance at Board of Directors meetings 12/12	Apr. 1984 Feb. 2004 Apr. 2006 Apr. 2008 June 2013 June 2016 June 2018	Joined the Company Executive Officer of the Company President, Yamaichi Electronics Shenzhen Co., Ltd. Executive Officer and Senior General Manager of TS Business Div. of the Company (present position) Director (present position) and Senior Executive Officer of the Company In charge of Optical-related Business Managing Executive Officer (present position) In charge of Engineering Administration Department (present position)	39,500
		Reasons for nomination as candidate for Director 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.		
3	Junichi Kameya (June 29, 1964) Reelection Tenure 6 years Attendance at Board of Directors meetings 12/12	Apr. 1987 Oct. 2007 Apr. 2012 Apr. 2013 June 2013	Joined the Company President, Yamaichi Electronics Shenzhen Co., Ltd. Executive Officer and Senior General Manager of Manufacturing Div., General Manager of Manufacturing Control Dept. of the Company Senior General Manager of CS Business Div. (present position) Director and Senior Executive Officer (present position)	44,100
		Reasons for nomination as candidate for Director 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.		

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company		Number of the Company's shares owned
4	<p>Kazuhiro Matsuda (April 11, 1964) Reelection</p> <p>Tenure 2 years Attendance at Board of Directors meetings 12/12</p>	<p>Dec. 1988 Joined the Company</p> <p>Apr. 2009 General Manager of Overseas Sales Dept., Sales Headquarters, Business Control Headquarters</p> <p>Apr. 2014 President, Yamaichi Electronics USA, Inc.</p> <p>Apr. 2015 Executive Officer of the Company</p> <p>June 2017 Director and Senior Executive Officer (present position) Senior General Manager of Administration Div. (present position)</p>		21,200
		<p>Reasons for nomination as candidate for Director</p> <p>Kazuhiro Matsuda possesses extensive knowledge and experience in the Company's operations, particularly in the administration division and the overseas 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>		
5	<p>Nobuhiro Kishimura (September 24, 1964) Reelection</p> <p>Tenure 1 year Attendance at Board of Directors meetings 10/10</p>	<p>Nov. 1988 Joined the Company</p> <p>Feb. 2004 General Manager of Sales Dept. II</p> <p>Apr. 2008 General Manager of West Japan Sales Dept., General Manager of TS Planning and Special Items Dept.</p> <p>Apr. 2011 General Manager of TS Business Promotion Dept.</p> <p>Apr. 2013 General Manager of TS Business Promotion Gr.</p> <p>Apr. 2013 General Manager of TS Sales Dept.</p> <p>June 2013 Acting Senior General Manager of TS Business Div. (present position)</p> <p>Apr. 2014 Executive Officer of the Company</p> <p>June 2018 Director and Senior Executive Officer (present position) In charge of Optical-related Business, Manufacturing Division (present position)</p>		19,400
		<p>Reasons for nomination as candidate for Director</p> <p>Nobuhiro Kishimura possesses extensive knowledge and experience in the Company's operations, particularly in the sales division and manufacturing division, and also has experience in business operation as an executive officer. Given his achievements as Director, we have nominated him as a candidate for Director.</p>		
6	<p>Kensho Kusumi (February 1, 1940) Reelection Outside Independent</p> <p>Tenure 4 years Attendance at Board of Directors meetings 12/12</p>	<p>Apr. 1963 Joined Nissan Motor Co., Ltd.</p> <p>June 1998 Executive Vice President, Nissan Motor Co., Ltd.</p> <p>Apr. 2002 Visiting professor, Graduate School of Economics, Chuo University</p> <p>June 2002 Outside Statutory Auditor, Nissan Shatai Co., Ltd.</p> <p>June 2002 Outside Audit & Supervisory Board Member, Calsonic Kansei Corporation</p> <p>July 2005 President, SME Region Shared Service Corporation</p> <p>June 2009 Outside Director, Hibiya Engineering, Ltd. (present position)</p> <p>June 2015 Outside Director of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Outside Director, Hibiya Engineering, Ltd.</p>		-
		<p>Reasons for nomination as candidate for Outside Director</p> <p>Kensho Kusumi has extensive experience over many years as a corporate executive and possesses wide-ranging knowledge. He provides objective and unbiased advice on management, and we have nominated him as a candidate for Outside Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
7	Tomohiro Murata (June 17, 1968) Reelection Outside Independent Tenure 4 years Attendance at Board of Directors meetings 12/12	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 June 2015 Outside Director of the Company (present position) June 2018 Managing Director, Frontier Management Inc. (present position) (Significant concurrent positions outside the Company) Managing Director Frontier Management Inc.	—
		Reasons for nomination as candidate for Outside Director Tomohiro Murata has extensive experience 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.	
8	Yoichiro Sakuma (September 4, 1955) Reelection Outside Independent Tenure 1 year Attendance at Board of Directors meetings 9/10	Apr. 1980 Joined Nitto Electric Industrial Co., Ltd. (currently Nitto Denko Corporation) June 2006 Vice President, Nitto Denko Corporation June 2010 Director, Vice President, Nitto Denko Corporation June 2013 Director, Executive Vice President, Nitto Denko Corporation June 2018 Outside Director of the Company (present position) Outside Director of Nitta Gelatin Inc. (present position) Oct. 2018 Outside Director of Nitta Gelatin India Ltd. (present position) Advisor, Refine Holdings Co., Ltd. (present position) Feb. 2019 Outside Director of Refine Americas Inc. (present position) (Significant concurrent positions outside the Company) Outside Director of Nitta Gelatin Inc. Outside Director of Nitta Gelatin India Ltd. Advisor, NIPPON REFINE Co., Ltd. Outside Director of Refine Americas Inc.	100
		Reasons for nomination as candidate for Outside Director Yoichiro Sakuma has extensive experience over many years as a corporate executive and possesses wide-ranging knowledge. He provides objective and unbiased advice on management, and we have nominated him as a candidate for Outside Director.	

Proposal 3: Election of one (1) Audit & Supervisory Board Member

The term of office of Sumio Yoshizawa, an Audit & Supervisory Board Member, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of one Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
Shinobu Okamoto (June 18, 1954) New election Outside Independent	Apr. 1977 Joined Tokyo Regional Taxation Bureau July 1998 Assistant Director of Income Tax Division, Taxation Department, National Tax Agency July 2009 Director, First Personnel Division, General Affairs Department, Tokyo Regional Taxation Bureau July 2012 Commissioner's Secretariat of the National Tax Agency and Chief Internal Inspector, National Tax Agency June 2013 General Manager, General Affairs Department, Nagoya Regional Taxation Bureau July 2014 Regional Commissioner, Kumamoto Regional Taxation Bureau Oct. 2015 Representative Partner of Shinobu Okamoto Certified Tax Accountant Office (present position) May 2016 Outside Audit & Supervisory Board Member of United Super Markets Holdings Inc. (present position) June 2016 Outside Director of RIKENGREEN CO., LTD. (present position) (Significant concurrent positions outside the Company) Outside Audit & Supervisory Board Member of United Super Markets Holdings Inc. Outside Director of RIKENGREEN CO., LTD.	—

Reasons for nomination as candidate for Outside Audit & Supervisory Board Member

Although Shinobu Okamoto has no direct experience in corporate management, he has a deep understanding of taxation and accounting, and sufficient knowledge on the overseeing of corporate management, as a certified tax accountant, and he 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. Shinobu Okamoto is a candidate for an Outside Audit & Supervisory Board Member.
 3. If the election of Shinobu Okamoto is approved, the Company plans to register him as an Independent Officer as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.
 4. If the election of Shinobu Okamoto is approved, 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 of that Act based on the provisions in Article 427, Paragraph 1 of that Act.

New election	Candidate for Audit & Supervisory Board Member to be newly elected
Outside	Candidate for outside Audit & Supervisory Board Member
Independent	Independent officer as defined by the securities exchange

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

Based on the provisions of Article 329, Paragraph 3 of the Companies Act, 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	Number of the Company's shares owned
Soji Kogure (August 10, 1942)	Apr. 1967 Joined Yuasa Boeki K.K. (currently Yuasa Trading Co., Ltd.)	700
	Apr. 1984 General Manager of Development Section, Timber Division, Yuasa Sangyo. (currently Yuasa Trading Co., Ltd.)	
	Apr. 1990 Deputy Manager of General Affairs Department, Yuasa Sangyo. (currently Yuasa Trading Co., Ltd.)	
	Apr. 1991 Managing Director of Tsukasa Realty K.K.	
	Apr. 1992 Director of D.K. Construction Inc.	
	Oct. 1997 Joined the Company, Assistant to Senior General Manager of the Administration Div.	
	Nov. 1997 General Manager of the General Affairs Department of the Company	
	June 2001 Audit & Supervisory Board Member of the Company (full- time)	
	June 2004 Retired as Audit & Supervisory Board Member of the Company (full-time)	
<p>Reasons for nomination as candidate for substitute Outside Audit & Supervisory Board Member Soji Kogure has experience at the General Affairs Department of the Company as well as a full-time Audit & Supervisory Board Member (from 2001 to 2004), and if appointed as an Audit & Supervisory Board Member, he is expected to use his abundant experience and record to strengthen the audit system of the Company, making him a well-qualified choice for the Company's Outside Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Soji Kogure is a candidate for substitute Outside Audit & Supervisory Board Member.
 3. Soji Kogure was an Audit & Supervisory Board Member of the Company (full-time) from June 2001 to June 2004.
 4. If the election of Soji Kogure as Audit & Supervisory Board Member is approved, the Company plans to register him as an Independent Officer as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc.
 5. If Soji Kogure is appointed as Audit & Supervisory Board Member, 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 of that Act based on the provisions in Article 427, Paragraph 1 of that Act.