

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 6104

May 30, 2019

To our shareholders:

Takahiro Mikami,
President
TOSHIBA MACHINE CO., LTD.
2-2 Uchisaiwaicho 2-Chome, Chiyoda-ku, Tokyo

NOTICE OF THE 96TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 96th Ordinary General Meeting of Shareholders of TOSHIBA MACHINE CO., LTD. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders no later than 5:30 p.m., Thursday, June 20, 2019 (Japan Standard Time).

1. Date and Time: Friday, June 21, 2019 at 10:00 a.m. (Reception desk opens at 9:00 a.m.) (Japan Standard Time)

2. Venue: Convention Hall A, Plaza Verde, 1F
1-4 Otemachi 1-Chome, Numazu City, Shizuoka
The meeting place has changed from the venue of previous meetings. Please refer to the venue map at the end of this notice when coming to the venue (This only applies to those who received the Japanese version of this notice).

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 96th 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 and Supervisory Board.
2. Non-Consolidated Financial Statements for the 96th Term (from April 1, 2018 to March 31, 2019)

Items to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Eight (8) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal 4:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member
- Proposal 5:** Determination of Remuneration Amount for Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 6:** Determination of Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members

Reference Documents for the General Meeting of Shareholders

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

- (1) The Company, in conjunction with its departure from the Toshiba Group in March 2017, will change the trade name of the Company to SHIBAURA MACHINE CO., LTD., in order to achieve further progress. In addition, the Company requests that a supplementary provision be established stipulating that the effective date of this amendment to the Articles of Incorporation shall be April 1, 2020. This supplementary provision shall be deleted after the effective date has elapsed.
- (2) The Company, by granting voting rights at meetings of the board of directors to directors who are audit and supervisory committee members, intends to strengthen the supervisory function of the board of directors. With the objective of improving corporate governance and further increasing corporate value, the Company intends to make the transition to a company with audit and supervisory committee. According to the transition to a company with an audit and supervisory committee, the Company will make the necessary amendments including revising provisions on Directors and the Board of Directors, establishing new provisions concerning the Audit and Supervisory Committee and Audit and Supervisory Committee Members, and deleting the provisions concerning the Audit and Supervisory Board and Audit and Supervisory Board Member.
- (3) In conjunction with the range of officers, etc. who may enter into a liability limitation agreement having changed due to the amendment of the Companies Act, the Company intends to amend Article 25 of the current Articles of Incorporation. Note that the prior consent has been obtained from each Audit and Supervisory Board Member for this amendment.
- (4) Other necessary changes including the numbering of the Articles of Incorporation will be made accompanying the above amendments.

Furthermore, these amendments to the Articles of Incorporation shall take effect at the conclusion of this General Meeting of Shareholders.

2. Details of the amendments

The details of the amendments are as follows:

(The amended parts are indicated by underlined text. Some underlining does not coincide with the Japanese version because of translation adjustments.)

| Current Articles of Incorporation | Proposed amendment |
|--|--|
| CHAPTER I GENERAL PROVISIONS | CHAPTER I GENERAL PROVISIONS |
| (Trade Name) Article 1. The name of the Company shall be “ <u>TOSHIBA KIKAI KABUSHIKI KAISYA</u> ” and shall be expressed in English as “ <u>Toshiba Machine Co., Ltd.</u> ” | (Trade Name) Article 1. The name of the Company shall be “ <u>SHIBAURA KIKAI KABUSHIKI KAISYA</u> ” and shall be expressed in English as “ <u>SHIBAURA MACHINE CO., LTD.</u> ” |
| Article 2. to Article 3. (Omitted) | Article 2. to Article 3. (Unchanged) |
| (Organizations) Article 4. The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors: | (Organizations) Article 4. The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors: |
| (1) Board of Directors | (1) Board of Directors |
| (2) <u>Audit and Supervisory Board Members</u> | (2) <u>Audit and Supervisory Committee</u> |
| (3) <u>Audit and Supervisory Board</u> | (Deleted) |
| (4) <u>Accounting Auditor</u> | (3) <u>Accounting Auditor</u> |
| Article 5. to Article 8. (Omitted) | Article 5. to Article 8. (Unchanged) |
| (Administrator of Shareholder Registry) Article 9. | (Administrator of Shareholder Registry) Article 9. |
| 1. (Omitted) | 1. (Unchanged) |
| 2. The Administrator of the Shareholder Registry and its office shall be designated <u>by a resolution of the Board of Directors</u> , and a public notice thereof shall be given. | 2. The Administrator of the Shareholder Registry and its office shall be designated <u>by the Board of Directors or Directors delegated to do so by a resolution of the Board of Directors</u> , and a public notice thereof shall be given. |

| Current Articles of Incorporation | Proposed amendment |
|--|--|
| <p>3. (Omitted) (Rule for Handling Shares) Article 10. Any procedures and fees relating to shares in the Company shall be governed by the Rule for Handling Shares <u>to be established by the Board of Directors</u>, except as provided for by laws and regulations or these Articles of Incorporation.</p> <p>Article 11. to Article 17. (Omitted) CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS (Fixed Number and Election of Directors) Article 18. 1. The total number of Directors of the Company shall be <u>fifteen (15)</u> or fewer. Each Director shall be elected at a General Meeting of Shareholders.</p> <p>2. (Omitted) 3. (Omitted) (Terms of Office of Directors) Article 19. The term of office of each Director shall expire at the close of an Ordinary General Meeting of Shareholders held in connection with the last business year which ends within one (1) year following his or her election.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>Article 20. (Omitted) (Convening Meetings of Board of Directors) Article 21. 1. For convocation of a meeting of the Board of Directors, a notice shall be dispatched to each Director <u>and each Audit and Supervisory Board Member</u> at least three (3) days prior to the date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</p> <p>2. With unanimous approval of all Directors <u>and all Audit and Supervisory Board Members</u>, a meeting of the Board of Directors may be held without the convocation procedures. (Representative Directors and Directors with Special Titles)</p> | <p>3. (Unchanged) (Rule for Handling Shares) Article 10. Any procedures and fees relating to shares in the Company shall be governed by the Rule for Handling Shares <u>to be established by the Board of Directors or by Directors delegated to do so by a resolution by the Board of Directors</u>, except as provided for by laws and regulations or these Articles of Incorporation.</p> <p>Article 11. to Article 17. (Unchanged) CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS (Fixed Number and Election of Directors) Article 18. 1. The total number of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> of the Company shall be <u>twelve (12)</u> or fewer, <u>and the total number of Directors who are Audit and Supervisory Committee Members shall be five (5) or fewer</u>. Each Director shall be elected at a General Meeting of Shareholders; <u>provided, however, that Directors who are Audit and Supervisory Committee Members shall be elected by distinguishing them and other Directors</u>.</p> <p>2. (Unchanged) 3. (Unchanged) (Terms of Office of Directors) Article 19. <u>1. The term of office of each Director (excluding Director who is an Audit and Supervisory Committee Member) shall expire at the close of an Ordinary General Meeting of Shareholders held in connection with the last business year which ends within one (1) year following his or her election.</u> <u>2. The term of office of each Director Who is an Audit and Supervisory Committee Member) shall expire at the close of an Ordinary General Meeting of Shareholders held in connection with the last business year which ends within two (2) years following his or her election.</u> <u>3. The term of office of a Director who is an Audit and Supervisory Committee Member and elected as the substitute for an Director who was an Audit and Supervisory Committee Member and retired from office before the expiration of the term of office shall continue until the time the term of office of the Director who was an Audit and Supervisory Committee Member and retired from office is to expire.</u></p> <p>Article 20. (Unchanged) (Convening Meetings of Board of Directors) Article 21. 1. For convocation of a meeting of the Board of Directors, a notice shall be dispatched to each Director at least three (3) days prior to the date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</p> <p>2. With unanimous approval of all Directors, a meeting of the Board of Directors may be held without the convocation procedures. (Representative Directors and Directors with Special Titles)</p> |

| Current Articles of Incorporation | Proposed amendment |
|--|---|
| <p>Article 22.</p> <ol style="list-style-type: none"> 1. The Board of Directors shall appoint by its resolutions three (3) or fewer Representative Directors. 2. The Board of Directors may appoint by its resolutions one (1) Chairperson and Director, one (1) President and Director, some Vice Presidents and Directors, some Senior Managing Directors and some Managing Directors. <p>(Newly established)</p> | <p>Article 22.</p> <ol style="list-style-type: none"> 1. The Board of Directors shall appoint by its resolutions three (3) or fewer Representative Directors <u>from Directors (excluding Directors who are Audit and Supervisory Committee Members).</u> 2. The Board of Directors may appoint by its resolutions one (1) Chairperson and Director and one (1) President and Director <u>from Directors (excluding Directors who are Audit and Supervisory Committee Members).</u> <p><u>(Delegation of decision regarding execution of important operations)</u></p> <p><u>Article 23.</u> <u>The Company may, pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act, delegate all or part of a decision regarding execution of important operations (excluding matters set forth in each item of Article 399-13, paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors.</u></p> |
| <p>Article 23. (Omitted) (Minutes of Meetings of Board of Directors)</p> | <p>Article 24. (Unchanged) (Minutes of Meetings of Board of Directors)</p> |
| <p>Article 24.</p> <ol style="list-style-type: none"> 1. With respect to each meeting of the Board of Directors, a summary of proceedings thereat and their outcome, and any other such matters relating to those proceedings as provided for in laws and regulations shall be set forth or recorded in minutes of the meeting, which shall be affixed with the names and seals or electronic signatures of Directors <u>and Audit and Supervisory Board Members</u> present at the meeting. 2. (Omitted) 3. (Omitted) <p>(Liability Limitation Agreements with <u>Outside Directors</u>)</p> | <p>Article 25.</p> <ol style="list-style-type: none"> 1. With respect to each meeting of the Board of Directors, a summary of proceedings thereat and their outcome, and any other such matters relating to those proceedings as provided for in laws and regulations shall be set forth or recorded in minutes of the meeting, which shall be affixed with the names and seals or electronic signatures of Directors present at the meeting. 2. (Unchanged) 3. (Unchanged) <p>(Liability Limitation Agreements with <u>Non-executive Directors</u>)</p> |
| <p>Article 25.</p> <p>In accordance with the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with any <u>Outside Director</u> of the Company that limits <u>the Outside Director's</u> liability for damage provided for in Article 423, paragraph 1 of the Companies Act; provided, however, that the limit of such liability under such agreement shall be the amount prescribed by applicable laws or regulations.</p> | <p>Article 26.</p> <p>In accordance with the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with any <u>Director (excluding Non-executive Directors)</u> of the Company that limits <u>the Director's</u> liability for damage provided for in Article 423, paragraph 1 of the Companies Act; provided, however, that the limit of such liability under such agreement shall be the amount prescribed by applicable laws or regulations.</p> |
| <p style="text-align: center;"><u>CHAPTER V</u> <u>AUDIT AND SUPERVISORY BOARD MEMBERS AND</u> <u>AUDIT AND SUPERVISORY BOARD</u></p> <p><u>(Fixed Number and Election of Audit and Supervisory Board Members)</u></p> | <p style="text-align: center;">(Deleted)</p> |
| <p>Article 26.</p> <ol style="list-style-type: none"> 1. <u>The number of Audit and Supervisory Board Members of the Company shall be four (4) or fewer. Each Audit and Supervisory Board Member shall be elected at a General Meeting of Shareholders.</u> 2. <u>Election of Audit and Supervisory Board Members shall be by majority votes of all shareholders entitled to exercise their voting rights and present at a General Meeting of Shareholders where shareholders holding one-third (1/3) or more of all voting rights of shareholders entitled to exercise their voting rights shall be present.</u> <p><u>(Terms of Office of Audit and Supervisory Board Members)</u></p> | <p style="text-align: center;">(Deleted)</p> |

| Current Articles of Incorporation | Proposed amendment |
|--|--------------------|
| <p><u>Article 27.</u></p> <p>1. <u>The term of office of each Audit and Supervisory Board Members shall expire at the close of an Ordinary General Meeting of Shareholders held in connection with the last business year which ends within four (4) years following his or her election.</u></p> <p>2. <u>The term of office of an Audit and Supervisory Board Member who is elected as the substitute for an Audit and Supervisory Board Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit and Supervisory Board Member who retired from office is to expire.</u></p> <p><u>(Full-time Audit and Supervisory Board Members)</u></p> | (Deleted) |
| <p><u>Article 28.</u></p> <p><u>The Audit and Supervisory Board shall appoint full-time Audit and Supervisory Board Members by its resolution.</u></p> <p><u>(The Audit and Supervisory Board)</u></p> | (Deleted) |
| <p><u>Article 29.</u></p> <p><u>The Company's Audit and Supervisory Board Members shall constitute the Audit and Supervisory Board.</u></p> <p><u>(Convening Meetings of Audit and Supervisory Board)</u></p> | (Deleted) |
| <p><u>Article 30.</u></p> <p>1. <u>For convocation of a meeting of the Audit and Supervisory Board, a notice shall be dispatched to each Audit and Supervisory Board Member at least three (3) days prior to the date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</u></p> <p>2. <u>With unanimous approval of all Audit and Supervisory Board Members, a meeting of the Audit and Supervisory Board may be held without the convocation procedures.</u></p> <p><u>(Minutes of Meetings of Audit and Supervisory Board)</u></p> | (Deleted) |
| <p><u>Article 31.</u></p> <p>1. <u>With respect to each meeting of the Audit and Supervisory Board, a summary of proceedings thereat and their outcome, and any other such matters relating to those proceedings as provided for in laws and regulations shall be set forth or recorded in minutes of the meeting, which shall be affixed with the names and seals or electronic signatures of Audit and Supervisory Board Members present at the meeting.</u></p> <p>2. <u>The minutes of each meeting of the Audit and Supervisory Board shall be kept at the head office of the Company for ten (10) years.</u></p> <p><u>(Liability Limitation Agreements with Outside Audit and Supervisory Board Members)</u></p> | (Deleted) |
| <p><u>Article 32.</u></p> <p><u>In accordance with the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with any Outside Audit and Supervisory Board Member of the Company that limits the Outside Audit and Supervisory Board Member's liability for damage provided for in Article 423, paragraph 1 of the Companies Act; provided, however, that the limit of such liability under such agreement shall be the amount prescribed by applicable laws or regulations.</u></p> | (Deleted) |

| Current Articles of Incorporation | Proposed amendment |
|--|---|
| (Newly established) | <u>CHAPTER V</u> <u>AUDIT AND SUPERVISORY COMMITTEE</u> <u>(Full-time Audit and Supervisory Committee Members)</u> |
| (Newly established) | <u>Article 27.</u> <u>The Audit and Supervisory Committee shall appoint full-time Audit and Supervisory Committee Members by its resolutions.</u> <u>(Audit and Supervisory Committee)</u> |
| (Newly established) | <u>Article 28.</u> <u>The Company's Audit and Supervisory Committee Members shall constitute the Audit and Supervisory Committee.</u> <u>(Convening Meetings of Audit and Supervisory Committee)</u> |
| (Newly established) | <u>Article 29.</u> <u>1. For convocation of a meeting of the Audit and Supervisory Committee, a notice shall be dispatched to each Audit and Supervisory Committee Member at least three (3) days prior to the date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</u> <u>2. With unanimous approval of all Audit and Supervisory Committee Members, a meeting of the Audit and Supervisory Committee may be held without the convocation procedures.</u> <u>(Minutes of Meetings of Audit and Supervisory Committee)</u> |
| (Newly established) | <u>Article 30.</u> <u>1. With respect to each meeting of the Audit and Supervisory Committee, a summary of proceedings thereat and their outcome, and any other such matters relating to those proceedings as provided for in laws and regulations shall be set forth or recorded in minutes of the meeting, which shall be affixed with the names and seals or electronic signatures of Audit and Supervisory Committee Members present at the meeting.</u> <u>2. The minutes of each meeting of the Audit and Supervisory Committee shall be kept at the head office of the Company for ten (10) years.</u> |
| Article <u>33.</u> to Article <u>38.</u> (Omitted) | Article <u>31.</u> to Article <u>36.</u> (Unchanged) |
| (Newly established) | <u>Supplementary provision</u> <u>The amendments to Articles 1 (Trade Name) shall take effect on April 1, 2020. Meanwhile, the supplementary provision shall be deleted after the effective date of the amendments to Article 1.</u> |

Proposal 2: Election of Eight (8) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The Company will make the transition to a company with audit and supervisory committee once Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed. Furthermore, the term of office of all the current nine Directors will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes that eight Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) be elected. This proposal, however, can only take effect after Proposal 1 “Partial Amendments to the Articles of Incorporation” takes effect.

The candidates for Director are as follows:

| No. | Name | Current position and responsibilities in the Company | Notes | Attendance at the Board of Directors meetings |
|-----|--------------------|--|--|---|
| 1 | Yukio Iimura | Chairman and Chief Executive Officer | [Reelection] | 18 of 18 (100%) |
| 2 | Takahiro Mikami | President and Chief Operating Officer | [Reelection] | 18 of 18 (100%) |
| 3 | Shigetomo Sakamoto | Representative Director and Executive Operating Officer Machine Tools Business Unit General Manager, Compliance Division General Manager, Security and Regulation Control Division General Manager, and Gotemba Plant General Manager | [Reelection] | 18 of 18 (100%) |
| 4 | Akiyoshi Kobayashi | Director and Senior Managing Executive Officer Corporate Strategic Planning Division General Manager, and Engineering and Quality Division General Manager | [Reelection] | 18 of 18 (100%) |
| 5 | Kiyoshi Sato | Outside Director | [Reelection] [Outside] [Independent] | 18 of 18 (100%) |
| 6 | Seigo Iwasaki | Outside Director | [Reelection] [Outside] [Independent] | 14 of 14 (100%) |
| 7 | Hiroshi Inoue | — | [New election] [Outside] [Independent] | — |
| 8 | Kazumine Terawaki | — | [New election] [Outside] [Independent] | — |

Note: For Seigo Iwasaki, the attendance status at meetings of Board of Directors only incorporates the meetings of the Board of Directors that have been held since his appointment on June 22, 2018.

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | | Number of the Company's shares owned |
|--|---|--|--|--------------------------------------|
| 1 | Yukio Iimura (June 17, 1956) [Reelection] | Apr. 1980 | Joined the Company | 23,100 |
| | | Oct. 2000 | Injection Molding Machine Engineering Department Senior Manager of the Company | |
| | | Oct. 2004 | Micro-Pattern Imprinting Device Division General Manager of the Company | |
| | | June 2006 | Director of the Company | |
| | | June 2008 | Headquarters of Engineering Division General Manager of the Company | |
| | | June 2009 | President of the Company | |
| | | June 2013 | President and Chief Executive Officer of the Company | |
| | | Apr. 2017 | Chairman and Chief Executive Officer of the Company (present position) | |
| | | May 2017 | Chairman of Japan Machine Tool Builders' Association (present position) | |
| <p>[Reasons for nomination as candidate for Director] Since being appointed President of the Company in 2009, Yukio Iimura has used his strong leadership skills to guide the whole Group. Since April 2017, he has served as Chairman and Chief Executive Officer of the Company, and has been involved in management of the Group with the aim of continuing to further enhance corporate value. We expect him to strengthen corporate governance and the management structure still further, and have thus nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Attended all of the 18 meetings</p> | | | | |
| 2 | Takahiro Mikami (October 13, 1959) [Reelection] | Apr. 1982 | Joined the Company | 8,700 |
| | | Oct. 2007 | Die Casting Machine Sales Department Senior Manager of the Company | |
| | | June 2011 | Die Casting Machine Division General Manager of the Company | |
| | | June 2013 | Executive Officer, Molding Machinery Business Unit Deputy General Manager of the Company | |
| | | June 2014 | Director and Executive Officer, Molding Machinery Business Unit General Manager, and Sagami Plant General Manager of the Company | |
| | | June 2015 | Director and Managing Executive Officer of the Company | |
| | | June 2016 | Administration Division General Manager, Tokyo Head Office General Manager, and in charge of Sales Promotion Department of the Company | |
| | | Apr. 2017 | President and Chief Operating Officer of the Company (present position) | |
| <p>[Reasons for nomination as candidate for Director] Takahiro Mikami was appointed President and Chief Operating Officer of the Company in April 2017, becoming responsible for management of the Group, based on his extensive experience and achievements gained through execution of operation both in operating divisions and administrative divisions. We expect him to promote the Group operations and strengthen the management structure still further, and have thus nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Attended all of the 18 meetings</p> | | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|--|--|--------------------------------------|
| 3 | Shigetomo Sakamoto (May 22, 1958) [Reelection] | <p>Apr. 1983 Joined the Company</p> <p>June 2006 Corporate Planning Division General Manager of the Company</p> <p>June 2009 Director of the Company</p> <p>June 2010 Tokyo Head Office General Manager of the Company</p> <p>Oct. 2010 Global Corporate Strategy Division General Manager of the Company</p> <p>June 2013 Director and Managing Executive Officer, Component Business Unit General Manager, and Corporate Planning Division General Manager of the Company</p> <p>June 2016 Representative Director and Executive Operating Officer, Compliance Division General Manager, Security and Regulation Control Division General Manager (present position), Corporate Strategic Planning Division General Manager, and Sagami Plant General Manager of the Company</p> <p>Apr. 2017 Machine Tools Business Unit General Manager and Gotemba Plant General Manager of the Company (present position)</p> <p>June 2017 In charge of Corporate Strategic Planning Division and in charge of TQM Promotion Division</p> | 5,800 |
| <p>[Reasons for nomination as candidate for Director]</p> <p>Since being appointed as Director, Shigetomo Sakamoto has played a central role in the Group management, including overseas business based on his extensive experience and achievements, particularly in the Corporate Strategic Planning Division in the past. We believe that he is qualified to further strengthen the Group management and global expansion, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)]</p> <p>Attended all of the 18 meetings</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | | Number of the Company's shares owned |
|-----|--|--|--|--------------------------------------|
| 4 | Akiyoshi Kobayashi (November 14, 1960) [Reelection] | Apr. 1985 | Joined the Company | 4,500 |
| | | Oct. 2004 | Extrusion Machine Engineering Department Senior Manager of the Company | |
| | | June 2013 | Extrusion Machine Division General Manager of the Company | |
| | | June 2014 | Executive Officer, Advanced Machinery Business Unit Deputy General Manager of the Company | |
| | | June 2015 | Director and Executive Officer, Advanced Machinery Business Unit General Manager of the Company | |
| | | June 2016 | In charge of Control Systems Division of the Company | |
| | | Apr. 2017 | Molding Machinery Business Unit General Manager, Administration Division General Manager, and Sagami Plant General Manager of the Company | |
| | | June 2018 | Director and Senior Managing Executive Officer, Corporate Strategic Planning Division General Manager, and Engineering and Quality Division General Manager (present position) | |
| | <p>[Reasons for nomination as candidate for Director] Since being appointed as Director, Akiyoshi Kobayashi has been involved with management from the perspective of the Corporate Strategic Planning Division and the Research and Development Division, based on his extensive experience and achievements gained through execution of operation in the Extrusion Machine business in the past. We believe that he will continue to be an appropriate appointment to expand the Group's business, refine the Group's technology and raise quality, and have high expectations for his management decision-making and oversight. Accordingly, we have nominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Attended all of the 18 meetings</p> | | | |
| 5 | Kiyoshi Sato (April 2, 1956) [Reelection] [Candidate for Outside Director] [Candidate for Independent Officer] | Apr. 1979 | Joined Tokyo Electron Limited | 0 |
| | | Apr. 2003 | Senior Executive, president's office of Tokyo Electron Limited | |
| | | June 2003 | President and CEO of Tokyo Electron Limited | |
| | | Apr. 2009 | Vice Chairman of the Board of Tokyo Electron Limited | |
| | | June 2011 | Director of Tokyo Electron Limited Chairman of Tokyo Electron America, Inc. Chairman of Tokyo Electron Europe, Ltd. | |
| | | Nov. 2013 | Director of Tokyo Electron Limited, President of TEL Solar AG | |
| | | June 2016 | Audit and Supervisory Board Member of Tokyo Electron Yamanashi Limited | |
| | | June 2017 | Outside Director of the Company (present position) | |
| | <p>[Reasons for nomination as candidate for Outside Director] Kiyoshi Sato possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained by the business overseas, and as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Kiyoshi Sato and the Company.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Attended all of the 18 meetings</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 6 | <p>Seigo Iwasaki (October 8, 1946)</p> <p>[Reelection] [Candidate for Outside Director] [Candidate for Independent Officer]</p> | <p>Mar. 1969 Joined SHIZUOKA GAS Co., Ltd.</p> <p>July 1988 General Planning Group Leader of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 1996 Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2000 Managing Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2001 Senior Managing Director of SHIZUOKA GAS Co., Ltd.</p> <p>Mar. 2006 Representative Director and President of SHIZUOKA GAS Co., Ltd.</p> <p>Jan. 2011 Representative Director and Chairman of SHIZUOKA GAS Co., Ltd.</p> <p>May 2014 Outside Director of STAR MICRONICS CO., LTD. (present position)</p> <p>June 2015 Outside Director of Murakami Corporation (present position)</p> <p>Jan. 2018 Director and Special Adviser of SHIZUOKA GAS Co., Ltd. (present position)</p> <p>June 2018 Outside Director of the Company (present position)</p> | 1,000 |
| <p>[Reasons for nomination as candidate for Outside Director] Seigo Iwasaki possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Seigo Iwasaki and the Company. There is no special interest between SHIZUOKA GAS Co., Ltd., STAR MICRONICS CO., LTD., and Murakami Corporation at which he is engaged in his main concurrent post, and the Company.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Of 18 meetings, attended all 14 meetings held after his appointment</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|---|---|--------------------------------------|
| 7 | <p>Hiroshi Inoue (January 5, 1940)</p> <p>[New election] [Candidate for Outside Director] [Candidate for Independent Officer]</p> | <p>Apr. 1963 Joined Tokyo Broadcasting System, Inc.</p> <p>June 1993 Director of Tokyo Broadcasting System, Inc.</p> <p>June 1996 Managing Director of Tokyo Broadcasting System, Inc.</p> <p>June 1997 Senior Managing Director of Tokyo Broadcasting System, Inc.</p> <p>June 2001 Vice President and Representative Director of Tokyo Broadcasting System, Inc.</p> <p>June 2002 President and Representative Director of Tokyo Broadcasting System, Inc.</p> <p>Oct. 2004 President and Representative Director of Tokyo Broadcasting System Television, Inc.</p> <p>June 2006 Outside Director of Tokyo Electron Limited (present position)</p> <p>Apr. 2009 Chairman and Representative Director of Tokyo Broadcasting System Holdings, Inc. Chairman and Representative Director of Tokyo Broadcasting System Television, Inc.</p> <p>Apr. 2012 President of The Japan Commercial Broadcasters Association (general incorporated association)</p> <p>Apr. 2016 Honorary Chairman and Director of Tokyo Broadcasting System Holdings, Inc. Honorary Chairman and Director of Tokyo Broadcasting System Television, Inc.</p> <p>June 2018 Executive Advisor of Tokyo Broadcasting System Television, Inc. (present position)</p> | 0 |
| <p>[Reasons for nomination as candidate for Outside Director] Hiroshi Inoue possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Hiroshi Inoue and the Company. There is no special interest between withTokyo Broadcasting System Television and Tokyo Electron Limited, at which he is engaged in his main concurrent posts, and the Company.</p> | | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|--|---|--------------------------------------|
| 8 | <p>Kazumine Terawaki (April 13, 1954)</p> <p>[New election] [Candidate for Outside Director] [Candidate for Independent Officer]</p> | <p>Apr. 1980 Prosecutor of Tokyo District Public Prosecutors Office</p> <p>Jan. 2014 Director-General of Public Security Intelligence Agency</p> <p>Jan. 2015 Superintending Prosecutor, Sendai High Prosecutors Office</p> <p>Sept. 2016 Superintending Prosecutor, Osaka High Prosecutors Office</p> <p>Apr. 2017 Retired from his post of Superintending Prosecutor, Osaka High Prosecutors Office</p> <p>June 2017 Lawyer registration (Tokyo Bar Association), Joined Satoshi Suzuki Law Office (present position)</p> <p>Feb. 2018 Outside Corporate Auditor of Kewpie Corporation (present position)</p> <p>June 2018 External Audit and Supervisory Board Member of The Shoko Chukin Bank, Ltd. (present position)</p> | 0 |
| <p>[Reasons for nomination as candidate for Outside Director] Kazumine Terawaki possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained as an officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Kazumine Terawaki and the Company. There is no special interest between with Kewpie Corporation and The Shoko Chukin Bank, Ltd., at which he is engaged in his main concurrent posts, and the Company.</p> | | | |

- Notes:
1. There is no special interest between the above candidates for Director and the Company.
 2. Kiyoshi Sato, Seigo Iwasaki, Hiroshi Inoue and Kazumine Terawaki are candidates for Outside Director.
 3. Both Kiyoshi Sato and Seigo Iwasaki are currently Outside Directors of the Company, and at the conclusion of this General Meeting of Shareholders, Kiyoshi Sato and Seigo Iwasaki will have served as Outside Directors for two years and one year respectively.
 4. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act, the Company has concluded limited liability agreements referred to in Article 423, paragraph 1 of the Companies Act with Kiyoshi Sato and Seigo Iwasaki, which prescribe that the maximum extent of the liability for damages shall be the amount set forth in laws and regulations. If their reelections are approved, the Company plans to continue these limited liability agreements. If the elections of Hiroshi Inoue and Kazumine Terawaki are approved, the Company plans to conclude the same limited liability agreement with them.
 5. The Company has designated both Kiyoshi Sato and Seigo Iwasaki as Independent officers based on the stipulation by the Tokyo Stock Exchange and registered them to the said exchange. If their reelections are approved, the Company plans to continue their registration as the Independent officers. In addition, both Hiroshi Inoue and Kazumine Terawaki meet the requirements for Independent officers based on the regulations of the Tokyo Stock Exchange, and in the event that their elections are approved, the Company plans to designate them as Independent officers.

Proposal 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The Company will make the transition to a company with audit and supervisory committee once Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed.

Therefore, the Company proposes that three Directors who are Audit and Supervisory Committee Members be elected.

In addition, the prior consent of the Audit and Supervisory Board has been obtained for this proposal.

This proposal, however, can only take effect after Proposal 1 “Partial Amendments to the Articles of Incorporation” takes effect.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

| No. | Name | Current position and responsibilities in the Company | Notes | Attendance at the Board of Directors meetings | Attendance at the Audit and Supervisory Board meetings |
|-----|-------------------|--|--|---|--|
| 1 | Hiroshi Takahashi | Full-time Audit and Supervisory Board Member | [New election] | 14 of 14 (100%) | 10 of 10 (100%) |
| 2 | Yoshihiro Ogura | Outside Director | [New election] [Outside] [Independent] | 17 of 18 (94%) | — |
| 3 | Yutaka Usami | Outside Audit and Supervisory Board Member | [New election] [Outside] [Independent] | 18 of 18 (100%) | 14 of 14 (100%) |

Note: For Hiroshi Takahashi, the attendance status at meetings of Board of Directors and the Audit and Supervisory Board only incorporates the meetings of the Board of Directors and the Audit and Supervisory Board that have been held since his appointment on June 22, 2018.

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|-----|---|--|--------------------------------------|
| 1 | Hiroshi Takahashi (January 12, 1963) [New election] | Apr. 1985 Joined the Company June 2010 Finance Division General Manager of the Company June 2013 Executive Officer and Planning Division Deputy General Manager of the Company June 2016 Corporate Strategic Planning Division Deputy General Manager and Corporate Planning Department Senior Manager of the Company June 2017 Corporate Strategic Planning Division General Manager of the Company June 2018 Full-time Audit and Supervisory Board Member of the Company (present position) | 1,700 |
| | [Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member] Since joining the Company, Hiroshi Takahashi has gained extensive experience and achievements through his career mainly in the accounting division while working overseas, and has an impressive character and knowledge. We believe that he will be able to carry out supervision and audits of the execution of duties by Directors from a professional and objective perspective and contribute to the soundness of the Company's management. Accordingly, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member. [Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Of 18 meetings, attended all 14 meetings held after his appointment [Attendance at the Audit and Supervisory Board meetings (from April 1, 2018 to March 31, 2019)] Of 14 meetings, attended all 10 meetings held after his appointment | | |
| 2 | Yoshihiro Ogura (December 8, 1945) [New election] [Candidate for Outside Director] [Candidate for Independent Officer] | Apr. 1973 Lawyer registration (DAINI TOKYO BAR ASSOCIATION); Joined Takeshi Niiya Law Office Apr. 1982 Established Ogura Tanaka Law Office (currently Hibiki Law Office) (present position) June 1994 Outside Audit and Supervisory Board Member of Tokyo Aircraft Instrument Co., Ltd. June 2009 Outside Audit and Supervisory Board Member of Nippon Steel Trading Co., Ltd. (currently NIPPON STEEL TRADING CORPORATION) June 2013 Outside Director of the Company (present position) June 2016 Outside Director, Member of the Board of NIPPON STEEL & SUMIKIN BUSSAN CORPORATION (currently NIPPON STEEL TRADING CORPORATION) (present position) | 1,400 |
| | [Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member] Yoshihiro Ogura possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director by utilizing his extensive experience and knowledge gained as a lawyer and as an outside officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member. [Regarding Independence] There is no special interest between Yoshihiro Ogura and the Company. There is no special interest between NIPPON STEEL TRADING CORPORATION, at which he is engaged in his main concurrent post, and the Company. [Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Attended 17 of the 18 meetings | | |

| No. | Name (Date of birth) | Career summary, position and responsibilities (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 3 | Yutaka Usami (April 28, 1958) [New election] [Candidate for Outside Director] [Candidate for Independent Officer] | <p>Oct. 1984 Joined Tetsuzo Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Aug. 1988 Registered as a certified public accountant</p> <p>Oct. 2006 Resigned as Representative Partner of ShinNihon & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>Nov. 2006 Established Management Power Exchange Ltd. Representative Director (present position)</p> <p>Jan. 2007 Established Usami Yutaka Certified Public Accountant Office (present position)</p> <p>Sep. 2011 Outside Audit and Supervisory Board Member of NISHIKAWA KEISOKU Co., LTD.</p> <p>Apr. 2012 Auditor of National Graduate Institute for Policy Studies (present position)</p> <p>July 2012 Outside Auditor of PADECO Co., Ltd.</p> <p>June 2014 Supervisory Officer of Tokio Marine Private Reit Inc. (present position)</p> <p>June 2015 Outside Audit and Supervisory Board Member of the Company (present position)</p> <p>Sep. 2015 Outside Director (Audit and Supervisory Committee Member) of NISHIKAWA KEISOKU Co., LTD. (present position)</p> | 0 |
| <p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member] Yutaka Usami possesses an impressive character and knowledge, and we believe that he will be able to fulfill his responsibilities as Outside Director who is an Audit and Supervisory Committee Member by utilizing his extensive experience and knowledge gained as a certified public accountant and as an outside officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director.</p> <p>[Regarding Independence] There is no special interest between Yutaka Usami and the Company. There is no special interest between Management Power Exchange Ltd., NISHIKAWA KEISOKU Co., LTD. and Tokio Marine Private Reit Inc., at which he is engaged in his main concurrent posts, and the Company.</p> <p>Mr. Usami was a partner of the Company's Accounting Auditor, Ernst & Young ShinNihon LLC, but was not involved in the auditing procedures of the Company during his tenure, and resigned from the audit corporation in October 2006.</p> <p>[Attendance at the Board of Directors meetings (from April 1, 2018 to March 31, 2019)] Attended all of the 18 meetings</p> <p>[Attendance at the Audit and Supervisory Board meetings (from April 1, 2018 to March 31, 2019)] Attended all of the 14 meetings</p> | | | |

- Notes:
1. Yoshihiro Ogura and Yutaka Usami are candidates for Outside Director.
 2. Yoshihiro Ogura is currently Outside Director of the Company, and at the conclusion of this General Meeting of Shareholders, he will have served as Outside Director for six years.
Yutaka Usami is currently Outside Audit and Supervisory Board Member of the Company, and at the conclusion of this General Meeting of Shareholders, he will have served as Audit and Supervisory Board Member for four years.
 3. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act, if the election of Yoshihiro Ogura and Yutaka Usami are approved, the Company plans to conclude a limited liability agreement referred to in Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations with them. The Company concluded the same limited liability agreement with Yoshihiro Ogura as Outside Director.
 4. The Company has designated both Yoshihiro Ogura and Yutaka Usami as Independent officers based on the stipulation by the Tokyo Stock Exchange and registered them to the said exchange. If their elections are approved, the Company plans to continue their registration as the Independent officers.

Proposal 4: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

The Company will make the transition to a company with audit and supervisory committee once Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed.

Therefore, the Company proposes that one substitute Director who is an Audit and Supervisory Committee Member be elected to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the prior consent of the Audit and Supervisory Board has been obtained for this proposal.

This proposal, however, can only take effect after Proposal 1 “Partial Amendments to the Articles of Incorporation” takes effect.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

| Name (Date of birth) | Career summary (Significant concurrent positions outside the Company) | Number of the Company's shares owned |
|--|--|--|
| Akifumi Imamura (April 18, 1953) | <div>Apr. 1982 Lawyer registration (DAIICHI TOKYO BAR ASSOCIATION)</div> <div>Apr. 1989 Partner Lawyer of Atago Law Office</div> <div>May 2003 Partner Lawyer of Greenhill Law and Patent Office (present position)</div> <div>Apr. 2005 Vice-president of DAIICHI TOKYO BAR ASSOCIATION</div> <div>June 2005 Outside Audit and Supervisory Board Member of JBCC Holdings Inc.</div> <div>June 2011 Outside Audit and Supervisory Board Member of Itoham Foods Inc.</div> <div>Apr. 2016 Outside Audit and Supervisory Board Member of ITOHAM YONEKYU HOLDINGS INC. (present position)</div> <div>June 2016 Audit and Supervisory Committee Member/Outside Director of JBCC Holdings Inc. (present position)</div> | 0 |
| <div>[Reasons for nomination as candidate for Outside Director who is a substitute Audit and Supervisory Committee Member]</div> <div>Akifumi Imamura has an impressive character and knowledge, and we believe that he will be able to reflect his extensive experience and knowledge gained as a lawyer and an outside officer for other companies. Accordingly, we have nominated him as a candidate for Outside Director who is a substitute Audit and Supervisory Committee Member.</div> <div>[Regarding Independence]</div> <div>There is no special interest between Akifumi Imamura and the Company. There is no special interest between ITOHAM YONEKYU HOLDINGS INC. and JBCC Holdings Inc., at which he is engaged in his main concurrent post, and the Company. Mr. Imamura satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc.</div> | | |

- Notes:
1. Akifumi Imamura is a candidate for substitute Outside Director.
 2. In accordance with the Articles of Incorporation of the Company and Article 427, paragraph 1 of the Companies Act, if Akifumi Imamura is appointed as an Outside Director who is an Audit and Supervisory Committee Member, the Company plans to conclude a limited liability agreement referred to in Article 423, paragraph 1 of the Companies Act with him, which prescribes that the maximum extent of the liability for damages shall be the amount set forth in laws and regulations.

Proposal 5: Determination of Remuneration Amount for Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The Company will make the transition to a company with audit and supervisory committee once Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed.

At the 85th Ordinary General Meeting of Shareholders held on June 26, 2008, approval was received for annual remuneration not exceeding ¥400 million for Directors of the Company, and this system has remained in place to this day. However, in conjunction with the transition to a company with audit and supervisory committee, the Company proposes that this system be abolished, and a new remuneration amount for Directors (excluding Directors who are Audit and Supervisory Committee Members) be set. Taking the amount of annual remuneration for Directors up until now, the current economic environment, and other circumstances into consideration, the Company proposes that the new annual remuneration amount be set at an amount not exceeding ¥500 million (including the amount of no more than ¥150 million annually for Outside Directors).

In addition, the remuneration amount shall not include salaries of employees concurrently serving as Director.

There are currently nine Directors (of which three are Outside Directors), and if Proposal 1 and Proposal 2 are approved and adopted as proposed, the number of Directors to whom this proposal applies (excluding Directors who are Audit and Supervisory Committee Members) will be eight (of which four are an Outside Director).

This proposal, however, can only take effect after Proposal 1 “Partial Amendments to the Articles of Incorporation” takes effect.

Proposal 6: Determination of Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members

The Company will make the transition to a company with audit and supervisory committee once Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved and adopted as proposed.

Accordingly, the Company proposes that the annual remuneration for Directors who are Audit and Supervisory Committee Members be set at not exceeding ¥150 million taking into consideration the current economic environment and other circumstances.

If Proposal 1 and Proposal 3 are approved and adopted as proposed, the number of Directors who are Audit and Supervisory Committee Members to whom this proposal applies will be three.

This proposal, however, can only take effect after Proposal 1 “Partial Amendments to the Articles of Incorporation” takes effect.