

May 31, 2016

**To Our Shareholders:**

Jun Kato, President

**Elematec Corporation**

3-5-27 Mita, Minato-ku, Tokyo

## **Notice of Convocation of the 70th Ordinary General Meeting of Shareholders**

First, we would like to express our sincere gratitude for your continued support.

We would also like to express our sincere sympathy to those shareholders affected by the earthquake that occurred in Kumamoto in April 2016.

You are cordially invited to attend the 70th Ordinary General Meeting of Shareholders of the Company.

The meeting will be held as described below.

**If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders and indicate your vote for or against the proposals in the enclosed Voting Form and return it to us, ensuring that it arrives by 5:30 p.m. (at the close of our business hours) on Wednesday, June 15, 2016 (Japan time).**

- 1. Date and Time:** Thursday, June 16, 2016 at 10:00 a.m.
- 2. Venue:** 17F (Opal 17), Main Tower, Shinagawa Prince Hotel  
10-30 Takanawa 4-chome, Minato-ku, Tokyo  
(Please note that the floor number and name of the venue differ, although the hotel is same as last year.)
- 3. Agenda:**
  - Matters to be reported:**
    1. Business Report and Consolidated Financial Statements for the 70th Fiscal Year (from April 1, 2015 to March 31, 2016), results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
    2. Non-consolidated Financial Statements for the 70th Fiscal Year (from April 1, 2015 to March 31, 2016)

**Proposals to be resolved:**

**Agenda Item No. 1:** Election of Nine Directors

**Agenda Item No. 2:** Election of One Audit & Supervisory Board Member

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If you are attending the Meeting in person, please submit the enclosed Voting Form to the receptionist at the venue.

If any amendments are made to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and/or Non-consolidated Financial Statements, such amendments will be posted on the Company's website (<http://www.elematec.com>).

## Reference Documents for the General Meeting of Shareholders

### Agenda Item No. 1: Election of Nine Directors

The term of office of all of the current nine Directors will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of nine Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
1	Jun Kato (August 3, 1955)	April 1979      Joined Super Resin, Inc. June 1985      Joined Yamato Inc. June 1986      Joined the Company January 2002    General Manager of Marketing & Development Department, the Company April 2002      Executive Officer, General Manager of Marketing & Development Department, the Company April 2005      Executive Managing Officer, Chief Division Officer of Marketing Division, the Company June 2007      Executive Managing Director, Chief Division Officer of Marketing Division, the Company April 2009      Senior Managing Director, the Company April 2011      Executive Vice President, the Company June 2012      President, the Company (to the present)	38,000 shares
2	Atsuo Isogami (March 2, 1960)	April 1983      Joined Sumitomo Metal Mining Co., Ltd. April 2002      Executive Officer, the Company June 2002      Director, Executive Officer, the Company April 2003      Executive Managing Director, the Company April 2005      Vice President & CFO, the Company April 2009      Executive Vice President, the Company (to the present)	22,000 shares

No.	Name (Date of birth)	Career summary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
3	Nobuo Suzuki (October 9, 1958)	<p>March 1977      Joined the Company</p> <p>April 2005      General Manager of Marketing &amp; Development Department, Marketing Division, the Company</p> <p>April 2008      Executive Officer, General Manager of Marketing &amp; Development Department, Marketing Division, the Company</p> <p>April 2009      Executive Managing Officer, General Manager of Marketing &amp; Development Department, the Company</p> <p>October 2009    Executive Managing Officer, Chief Division Officer of Development Division, the Company</p> <p>April 2012      Senior Managing Officer, the Company</p> <p>June 2015      Senior Managing Director, the Company</p> <p>December 2015   Senior Managing Director, General Manager of Customer Parts Sales Department, the Company</p> <p>April 2016      Senior Managing Director, the Company (to the present)</p>	18,200 shares
4	Akira Yokode (June 18, 1961)	<p>April 1984      Joined T.CHATANI &amp; Co., Ltd.</p> <p>May 1988      Joined ROHM Co., Ltd.</p> <p>March 2001     Joined Toyota Tsusho Corporation (“Toyota Tsusho”)</p> <p>April 2006      General Manager of Section1 Electronics Department, Toyota Tsusho</p> <p>June 2006      Director, TOMEN DEVICES CORPORATION</p> <p>June 2008      General Manager of Electronics Device Department, Toyota Tsusho</p> <p>April 2011      General Manager of Electronics Department, Toyota Tsusho</p> <p>April 2012      Executive Managing Officer, the Company</p> <p>June 2012      Executive Managing Director, the Company (to the present)</p>	70 shares

No.	Name (Date of birth)	Career summary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
5	Soichiro Matsudaira (November 3, 1954)	<p>April 1977      Joined Toyota Tsusho Corporation (“Toyota Tsusho”)</p> <p>April 2000      General Manager of the Electronics and Multimedia Department, Toyota Tsusho</p> <p>April 2003      President, TOYOTA TSUSHO (SINGAPORE) PTE. LTD.</p> <p>June 2005      Director, Toyota Tsusho</p> <p>April 2006      Executive Officer, Toyota Tsusho</p> <p>June 2010      Managing Executive Officer, Toyota Tsusho</p> <p>June 2012      Managing Director, Toyota Tsusho</p> <p>June 2014      Senior Managing Director, Toyota Tsusho (to the present)</p> <p>June 2015      Director, the Company (to the present)</p> <p>[Major positions at other companies] Director, TOMEN DEVICES CORPORATION</p>	— shares
6	Hideyuki Iwamoto (February 20, 1963)	<p>April 1985      Joined TOMEN Corporation, (currently Toyota Tsusho Corporation) (“Toyota Tsusho”)</p> <p>April 2009      General Manager of Corporate Planning, Toyota Tsusho</p> <p>June 2011      General Manager of Metal Planning, Toyota Tsusho</p> <p>April 2013      Executive Officer, Toyota Tsusho (to the present)</p> <p>June 2013      Director, the Company (to the present)</p> <p>[Major positions at other companies] External Audit &amp; Supervisory Board Member, CHUBUSHIRYO CO., LTD.</p>	— shares

No.	Name (Date of birth)	Career summary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
7	Atsushi Aoki (June 6, 1961)	<p>April 1984      Joined Toyota Tsusho Corporation (“Toyota Tsusho”)</p> <p>April 2009      Senior Managing Director, TOYOTA TSUSHO ELECTRONICS CORPORATION</p> <p>October 2011    President, TOYOTA TSUSHO ELECTRONICS CORPORATION (to the present)</p> <p>April 2014      General Manager of Electronics Department, Toyota Tsusho</p> <p>April 2015      Executive Officer, Toyota Tsusho (to the present)</p> <p>June 2015      Director, the Company (to the present)</p> <p>[Major positions at other companies] Director, TOMEN DEVICES CORPORATION</p>	— shares
8	Sosuke Seki (June 29, 1966)	<p>April 1993      Registered as attorney-at-law (member of Tokyo Bar Association) (to the present)</p> <p>January 2004    Opened Ginza Prime Law Office (to the present)</p> <p>June 2007      Audit &amp; Supervisory Board Member, the Company</p> <p>June 2015      Director, the Company (to the present)</p> <p>[Major positions at other companies] External Audit &amp; Supervisory Board Member, Shobunsha Publications, Inc.</p>	— shares
9	* Yoza Suzuki (April 7, 1947)	<p>April 1970      Joined Casio Computer Co., Ltd. (“Casio”)</p> <p>June 1995      Director, Casio</p> <p>June 1998      Managing Director, Casio</p> <p>June 2007      Senior Managing Director, Casio</p> <p>April 2009      Advisor, Casio</p> <p>April 2011      Executive Officer, SOLE Co., Ltd. (“SOLE”)</p> <p>November 2013 Representative Director &amp; President, SOLE (to the present)</p>	— shares

(Notes)

1. A person marked with an asterisk (\*) is a candidate for a new Director.
2. There are no special interests between any of the above Director candidates and the Company.
3. Sosuke Seki and Yoza Suzuki are candidates for External Directors.
4. Positions and titles of three Director candidates, Soichiro Matsudaira, Hideyuki Iwamoto, and Atsushi Aoki, as executive officers at Toyota Tsusho Corporation, the Company’s parent company, and its subsidiaries are described in the above “Career summary, position, and assignment at the Company, and significant concurrent positions.”

5. The reasons for the election of candidates for Director and External Director are as follows:
- (1) Director candidates
    - [1] Jun Kato has engaged in sales, development, and marketing operations since he joined the Company in 1986, and has held positions including General Manager of Marketing & Development Department, Chief Division Officer of Marketing Division, Chief Division Officer of Sales Division, and President's Assistant General Manager as Executive Officer and Director. Since 2012, he has served as President (present post) with extensive experience of the Group's operations and insights into the Group's overall management. Accordingly, the Company has proposed him as a candidate for re-election as Director.
    - [2] Atsuo Isogami was engaged in various operations including administration & accounting, information strategy, treasury, corporate planning, and IR from 2002, and has served as Executive Vice President (present post) since 2005. The Company has proposed him as a candidate for re-election as Director so that the Company's management may benefit from his extensive experience of the Group's operations and insights into administrative and management operations.
    - [3] Nobuo Suzuki has been engaged in sales, development, and marketing operations since he joined the Company in 1977, and has held positions such as General Manager of Marketing & Development Department, Chief Division Officer of Sales Division, and Chief Division Officer of Marketing Division as Executive Officer. Since 2015, he has served as Senior Managing Director (present post) using his considerable experience of the Group's operations. Accordingly, the Company has proposed him as a candidate for re-election as Director.
    - [4] Since joining Toyota Tsusho Corporation in 2001, Akira Yokode has been engaged mainly in electronics businesses, and has held positions such as General Manager of Section1 Electronics Department, and General Manager of Electronics Device Department at Toyota Tsusho. Since the Company entered into a capital and business alliance agreement with Toyota Tsusho in 2012, he has served as Executive Managing Director of the Company (present post). The Company has proposed him as a candidate for re-election as Director so that the Company's management may benefit from his extensive experience of a general trading company and the Group as well as insights into global business operations.
    - [5] Director candidates, Soichiro Matsudaira, Hideyuki Iwamoto, and Atsushi Aoki, have wide experience and broad insights gained over many years at Toyota Tsusho Corporation, the Company's parent, and other companies. Hideyuki Iwamoto has served as Director of the Company since 2013, and Soichiro Matsudaira and Atsushi Aoki have served as Directors of the Company since 2015, providing advice and recommendations to ensure the adequacy and appropriateness of the Company's management decision-making. Accordingly, the Company has proposed them as candidates for re-election as Directors.
  - (2) External Director candidates
    - [6] Sosuke Seki has extensive insights and experience as a lawyer and stated his opinions from an independent position as the Company's External Audit & Supervisory Board Member and External Director, fulfilling his duties sufficiently. Accordingly, the Company has proposed him as a candidate for re-election as External Director.
    - [7] Yozo Suzuki has wide experience gained from his long-term service in the electronics industry working at Casio Computer Co., Ltd. and other companies. The Company believes that he will use his experience and broad insights into the overall management developed at Casio in the Company's management, and fulfill his duties as External Director adequately, so it has proposed him as a candidate for election as External Director.
6. Number of years since each candidate for External Director was appointed Audit & Supervisory Board Member and External Director  
Term of office of Sosuke Seki as Audit & Supervisory Board Member will be eight years and term of office as External Director will be one year at the conclusion of this General Meeting of Shareholders.

7. Limited liability agreement
  - (1) The Company has concluded agreements with Soichiro Matsudaira, Atsushi Aoki, Hideyuki Iwamoto, and Sosuke Seki to limit their respective liabilities for damages to the minimum amount provided by Article 425 (1) of the Companies Act. The Company plans to extend the aforementioned limited liability agreements if reappointment of these four candidates is approved.
  - (2) If the election of Yozo Suzuki is approved, the Company plans to enter into an agreement with him to limit his liabilities to the minimum amount provided by Article 425 (1) of the Companies Act.
8. The Company has filed Sosuke Seki as an independent officer pursuant to the regulations of Tokyo Stock Exchange, Inc. If his election is approved, the Company plans to re-register him as independent officer. In addition, Yozo Suzuki has satisfied the requirements for independent officer pursuant to the regulations of Tokyo Stock Exchange, Inc., and the Company plans to register him as new independent officer to Tokyo Stock Exchange Inc. if his election is approved.

## Agenda Item No. 2: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mikio Asano will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of one Audit & Supervisory Board Member.

The Audit & Supervisory Board's consent has been obtained for this Proposal.

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

Name (Date of birth)	Career summary, position at the Company, and significant concurrent positions	Number of shares of the Company held
Mikio Asano (July 29, 1952)	<p>April 1975      Joined Toyota Tsusho Corporation (“Toyota Tsusho”)</p> <p>March 1998     General Manager of Non-ferrous Metal Department, Toyota Tsusho</p> <p>June 2003      Director, Toyota Tsusho</p> <p>April 2006      Executive Officer, Toyota Tsusho</p> <p>June 2007      Managing Director, Toyota Tsusho</p> <p>June 2009      Senior Managing Director, Toyota Tsusho</p> <p>June 2011      Executive Vice President, Toyota Tsusho (to the present)</p> <p>June 2013      Audit &amp; Supervisory Board Member, the Company (to the present)</p> <p>[Major positions at other companies]</p> <p>External Audit &amp; Supervisory Board Member, First Baking Co., Ltd.</p>	— shares

(Notes)

1. There are no special interests between a Audit & Supervisory Board Member candidate and the Company.
2. Positions and titles of Audit & Supervisory Board Member candidate, Mikio Asano, as an executive officer of Toyota Tsusho Corporation, the Company's parent company, and its subsidiaries are described in the above “Career summary, position, and assignment at the Company, and significant concurrent positions.”
3. Reasons for the election of Audit & Supervisory Board Member candidate:  
Mikio Asano has extensive experience and broad insights gained over many years working at Toyota Tsusho Corporation, the Company's parent. The Company proposed him as a candidate for re-election as Audit & Supervisory Board Member so that he may use his experience and insights for the enhancement of the Company's audit framework and conduct his duties as Audit & Supervisory Board Member adequately.
4. Limited liability agreement:  
The Company has concluded an agreement with Mikio Asano to limit his liabilities for damages to the minimum amount provided by Article 425 (1) of the Companies Act. The Company plans to extend the aforementioned limited liability agreement if his reappointment is approved.