The following is an unofficial translation of the Japanese-language original version, and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the notice is the sole official version. If there are any discrepancies between the Japanese original version and the English translation, the Japanese original version prevails and the company disclaims all responsibility for and results of the discrepancies.

(Securities Code: 2715)

June 10, 2019

To Our Shareholders:

Jun Kato, President

## **Elematec Corporation**

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

# Notice of Convocation of the 73rd Ordinary General Meeting of Shareholders

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

You are cordially invited to attend the 73rd 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 or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders that appear later and exercise your voting rights by any of the methods described on pages 2 through 4 of this Notice by 5:30 p.m. (at the close of our business hours) on Tuesday, June 25, 2019 (Japan time).

**1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m.

2. Venue: 12F (Silver 12), 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 the same as last year.)

3. Agenda:

**Matters to be reported:** 1. Business Report and Consolidated Financial Statements for

the 73rd Fiscal Year (from April 1, 2018 to March 31, 2019), results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit &

Supervisory Board

2. Non-consolidated Financial Statements for the 73rd Fiscal

Year (from April 1, 2018 to March 31, 2019)

**Proposals to be resolved:** 

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

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

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).

## Guide to Exercising Voting Rights

Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by any of the following methods.

### Attending the General Meeting of Shareholders



Please submit the enclosed Voting Form to the receptionist at the venue.

**Date and Time** 

Wednesday, June 26, 2019 at 10:00 a.m.

Venue

10-30 Takanawa 4-chome, Minato-ku, Tokyo 12F (Silver 12), Main Tower, Shinagawa Prince Hotel

#### Exercising voting rights in writing (by post)



Please indicate your vote for or against each of the proposals on the Voting Form enclosed and return the form to the Company.



To arrive by 5:30 p.m. on Tuesday, June 25, 2019

## Exercising voting rights via the Internet, etc.



Enter your vote for or against each proposal in accordance with the guide on the following page.

Exercise Deadline Make entry by 5:30 p.m. on Tuesday, June 25, 2019

- If you exercise your voting rights both via the Internet, etc. and by returning the Voting Form, the vote received later will be treated as valid. If the votes via the Internet, etc. and the Voting Form are received on the same day, the votes via the Internet, etc. will be treated as valid.
- If you exercise your voting rights more than once via the Internet, etc. the last vote will be treated as valid.

# Guide to Exercising Voting Rights via the Internet, etc.

# How to scan QR Code "Smart Vote"

You can login to the website to exercise your voting rights without entering your voting code and password.

- 1. Scan the QR Code printed on the bottom right of your voting form.
- \* "QR Code is a registered trademark of Denso Wave Incorporated.



2. Follow the instructions on the screen to vote for or against each of the proposals.



You may exercise your voting rights only once through "Smart Vote."

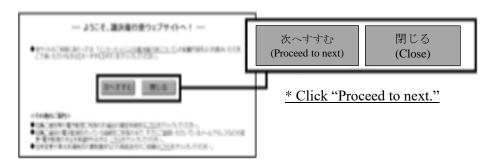
If you wish to make corrections after you have exercised your voting rights, access the PC website, login by entering your voting code and password printed on the voting form, and exercise your voting rights again.

\* Rescan the QR Code to access the PC website.

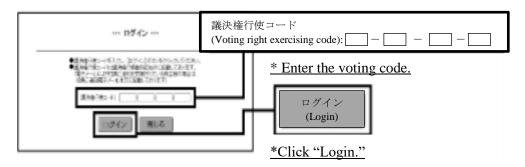
# How to Enter Voting Code and Password etc.

Website for exercising voting rights: https://web54.net

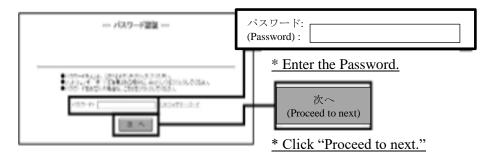
1. Access the website for exercising voting rights.



2. Enter the voting code printed on your voting form.



3. Enter the password printed on the voting form.



4. Follow the instructions on the screen to vote for or against each of the proposals.

If you find anything unclear about how to operate your personal computer, smartphone to exercise your voting rights via the internet, please contact:

Stock Transfer Agency Web Support Sumitomo Mitsui Trust Bank, Limited. Toll-free (within Japan): 0120-652-031 (Business hour: 9:00 a.m. to 9:00 p.m.)

For institutional investors, it is also possible to use the electronic voting platform operated by ICJ Inc.

# **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 summa	ary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
		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	Managing Director, General Manager of Marketing & Development Department, the Company	
1	Jun Kato (August 3,	April 2005	Senior Managing Director, Chief Division Officer of Marketing Division, the Company	43,000
	1955)	June 2007	Executive Managing Director, Chief Division Officer of Marketing Division, the Company	shares
		April 2009	Executive Managing Director, Chief Division Officer of Sales Division in charge of Development, Purchase, and Logistics, the Company	
		April 2011	Executive Vice President, Assistant to President, the Company	
		June 2012	President, the Company	
			(to the present)	
	Nobuo Suzuki (October 9, 1958)	March 1977	Joined the Company	
		April 2005	General Manager of Marketing & Development Department, Marketing Division, the Company	
		April 2008	Managing Director, Business Partner and General Manager of Marketing & Development Department, Marketing Division, the Company	
		April 2009	Senior Managing Director, Chief Division Officer of Sales Division and General Manager of Marketing & Development Department, the Company	19,900
2		October 2009	Senior Managing Director, Chief Division Officer of Sales Division and Chief Division Officer of Development Division, the Company	shares
		April 2012	Senior Managing Director, the Company	
		June 2015	Executive Managing Director, the Company	
		December 2015	Executive Managing Director, General Manager of Customer Parts Sales Department, the Company	
		April 2016	Executive Managing Director, the Company	
			(to the present)	

No.	Name (Date of birth)	Career sumn	nary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
		April 1984	Joined T. CHATANI & Co., Ltd.	
	Akira Yokode (June 18, 1961)	May 1988	Joined ROHM Co., Ltd.	170 shares
		March 2001	Joined Toyota Tsusho Corporation ("Toyota Tsusho")	
		April 2006	General Manager of Section 1 Electronics Department, Toyota Tsusho	
3		June 2006	Managing Director, Assistant to Chief Division Officer of Sales Division, TOMEN DEVICES CORPORATION	
		June 2008	General Manager of Electronics Device Department, Toyota Tsusho	
		April 2011	General Manager of Electronics Department, Toyota Tsusho	
		April 2012	Senior Managing Director, the Company	
		June 2012	Executive Managing Director, the Company	
		April 2018	Executive Managing Director, the Company	
			(to the present)	
	Atsushi Shimizu (May 7, 1962)	April 1985	Joined Toyota Tsusho Corporation ("Toyota Tsusho")	
		April 2010	General Manager of Affiliate Planning & Administration Department, Toyota Tsusho	
		April 2011	General Manager of Finance Department, Toyota Tsusho	
4		May 2015	Executive Vice President, Toyota Tsusho Asia Pacific Pte. Ltd.	200 shares
		April 2018	Senior Managing Director in charge of Corporate Planning, the Company	
		June 2018	Executive Managing Director in charge of Corporate Planning, the Company	
		April 2019	Executive Managing Director in charge of Corporate Planning, Logistics, Trade Control, and Internal Auditing, the Company	
			(to the present)	

No.	Name (Date of birth)	Career summary, position, and assignment at the Company, and significant concurrent positions		Number of shares of the Company held
		April 1991	Joined Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	
		August 2005	Joined the Company	
		April 2012	General Manager of Administrative Department, the Company	
		April 2014	Chief Division Officer of Administrative Division and General Manager of Personnel Department, the Company	
		April 2016	Managing Director, Chief Division Officer of Administrative Division and General Manager of Personnel Department, the Company	
5	Sei Kawafuji (February 25, 1969)	July 2016	Managing Director, Chief Division Officer of Administrative Division, General Manager of Finance & Business Administrative Department and General Manager of Personnel Department, the Company	6,200 shares
		April 2017	Managing Director, Chief Division Officer of Corporate Division, the Company	
		April 2018	Senior Managing Director in charge of Overall Personnel Affairs, General Affairs, and Legal Affairs, the Company	
		June 2018	Executive Managing Director in charge of Overall Personnel Affairs, General Affairs, and Legal Affairs, the Company	
			(to the present)	
	Mitsuhiro Tsubakimoto (October 15, 1959)	April 1983	Joined Tomen Corporation (currently Toyota Tsusho Corporation) ("Toyota Tsusho")	
		April 2009	General Manager of Fine Chemicals Department, Toyota Tsusho	
		April 2012	Executive Officer, Officer Responsible for Global Strategy and Management, Toyota Tsusho	
		April 2013	Executive Officer of Chemicals and Electronics Division, Toyota Tsusho	
6		April 2015	Executive Officer, Deputy Chief Division Officer of Chemicals and Electronics Division, Toyota Tsusho	
		April 2016	Executive Officer, Regional Chief Operation Officer for East Asia; Chairman of Toyota Tsusho (China) Co., Ltd; General Manager of Beijing Liaison Office, Toyota Tsusho	- shares
		April 2017	Managing Executive Officer, Regional Chief Operating Officer for East Asia; Chairman of Toyota Tsusho (China) Co., Ltd; General Manager of Beijing Liaison Office, Toyota Tsusho	
		April 2018	Managing Executive Officer, Chief Division Officer of Chemicals and Electronics Division, Toyota Tsusho	
		June 2018	Director, the Company	
			(to the present)	
		April 2019	CEO for Chemicals & Electronics Division,	

No.	Name (Date of birth)	Career summary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
		Toyota Tsusho	
		(to the present)	

No.	Name (Date of birth)	Career sumn	nary, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
7	Yasuhiro Kakihara (March 17, 1963)		Joined Toyota Tsusho Corporation ("Toyota Tsusho")  Director, TOYOTA TSUSHO ELECTRONICS CORPORATION (currently NEXTY Electronics Corporation)  Senior Managing Director, TOYOTA TSUSHO ELECTRONICS CORPORATION (currently NEXTY Electronics Corporation)  President, Managing Director, TOYOTA TSUSHO (SINGAPORE) PTE. LTD.  Executive Vice President, Toyota Tsusho Asia Pacific Pte. Ltd.  Department Manager, HEV & ITS Business Department, Toyota Tsusho  Department Manager, Green Mobility Business Department, Toyota Tsusho  Executive Officer, Head of Electronics SBU & General Manager of Electronic Business Department, Toyota Tsusho  Director, the Company  (to the present)  Director, TOMEN DEVICES CORPORATION  (to the present)  Executive Officer, Division Officer of Chemicals & Electronics Division, Senior General Manager  (Electronics & Multimedia SBU), Toyota Tsusho  COO for Electronics SBU, Chemical & Electronics Division  Assistant to CTO, Toyota Tsusho  (to the present)  s at other companies]	- shares
8	Sosuke Seki (June 29, 1966)	April 1993  January 2004  June 2007  June 2015  [Major position	EN DEVICES CORPORATION  Registered as attorney-at-law (member of Tokyo Bar Association) (to the present) Opened Ginza Prime Law Office (to the present) Audit & Supervisory Board Member, the Company Director, the Company (to the present) s at other companies] or, Shobunsha Publications, Inc.	- shares

No.	Name (Date of birth)	Career summa	ry, position, and assignment at the Company, and significant concurrent positions	Number of shares of the Company held
	* Tatsumi Maeda (January 1, 1953)	March 1975	Joined Kyoto Ceramic Co., Ltd. (currently KYOCERA Corporation) ("KYOCERA")	
		June 2001	Director, KYOCERA	
		June 2003	Managing Executive Officer, KYOCERA	
		April 2007	Senior Managing Executive Officer, KYOCERA	
		June 2008	Director and Senior Managing Executive Officer, KYOCERA	
9		April 2009	Vice President and Representative Director, and Vice President and Executive Officer, KYOCERA	- shares
		April 2013	Vice Chairman and Representative Director, KYOCERA	
		June 2017	Advisor, KYOCERA	
		March 2018	Retired from Advisor, KYOCERA	
			(to the present)	

#### (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 Tatsumi Maeda are candidates for External Directors.
- 4. Present or the past five years positions and titles of three Director candidates, Atsushi Shimizu, Mitsuhiro Tsubakimoto, and Yasuhiro Kakihara, 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 the 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 Managing Director 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] 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 Development Division as Managing Director. Since 2015, he has served as Executive 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.
    - [3] 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 Section 1 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.

- [4] Since joining Toyota Tsusho Corporation in 1985, Atsushi Shimizu has been engaged mainly in finance and planning businesses, and has held positions such as General Manager of Affiliate Planning & Administration Department, and General Manager of Finance Department at Toyota Tsusho. He has extensive experience of a general trading company as well as insights into global business operations. Accordingly, the Company has proposed him as a candidate for re-election as Director.
- [5] Sei Kawafuji has work experience at a major financial institution. He has been engaged in administration divisions in general since he joined the Company in 2005, and has held positions such as General Manager of Finance & Business Administrative Department, General Manager of Personnel Department, Chief Division Officer of Administrative Division, and Chief Division Officer of Corporate Division. He has extensive experience of the Group's operations and insights into administrative and management operations. Accordingly, the Company has proposed him as a candidate for re-election as Director.
- [6] Director candidates, Mitsuhiro Tsubakimoto and Yasuhiro Kakihara, have wide experience and broad insights gained over many years at Toyota Tsusho Corporation and other companies. Yasuhiro Kakihara and Mitsuhiro Tsubakimoto have respectively served as Directors of the Company since 2017 and 2018, providing advice and recommendations to ensure the adequacy and appropriateness of the Company's management decision-making. Accordingly, the Company has proposed making them candidates for re-election as Directors.

#### (2) External Director candidates

- [1] 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, although he has not been directly involved in corporate management. Accordingly, the Company has proposed making him a candidate for re-election as External Director.
- [2] The Company has proposed making Tatsumi Maeda a candidate for new election as External Director because the Company believes that he will be able to appropriately execute his duties as External Director by leveraging his abundant experience gained through long years of service at KYOCERA Corporation and extensive insight into overall management of the Company.
- 6. Number of years since each candidate for External Director was appointed Audit & Supervisory Board Member and External Director
  - The term of office of Sosuke Seki as Audit & Supervisory Board Member will be eight years and term of office as External Director will be four years at the conclusion of this General Meeting of Shareholders.

#### 7. Limited liability agreement

- (1) The Company has concluded agreements with Mitsuhiro Tsubakimoto, Yasuhiro Kakihara, 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 three candidates is approved.
- (2) If the election of Tatsumi Maeda 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 designated Sosuke Seki as independent officer pursuant to the regulations of Tokyo Stock Exchange, Inc. and filed a notice of that with the Exchange. If his election is approved the Company will continue to designate and register him as independent officer. Also, if the election of Tatsumi Maeda, who satisfies the requirements for an independent officer under the regulations of Tokyo Stock Exchange, Inc. is approved, the Company will designate him as independent officer and file a notice of that with the Exchange.
- 9. The Company at its Board of Directors' meeting held on April 25, 2019 resolved to execute a two-for-one stock split effective June 1, 2019. The numbers of shares held by Director candidates in the table above are those before the stock split.

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

The term of office of Audit & Supervisory Board Member Koichi Hiraga 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)	Care	Number of shares of the Company held	
	April 1978	Joined Mitui Bank (currently Sumitomo Mitsui Banking Corporation)	
	August 2002	General Manager of Tsukiji Branch, Sumitomo Mitsui Banking Corporation	
W. '. L' H'.	April 2004	Senior Promoter of Auditor's Office, Sumitomo Mitsui Banking Corporation	- shares
Koichi Hiraga (September 8, 1955)	August 2004	Manager of Auditor's Office of Sumitomo Mitsui Financial Group, Inc and Manager of Auditor's Office, Sumitomo Mitsui Banking Corporation	
	May 2007	Senior Assistant to the Director of Main Branch, Sumitomo Mitsui Banking Corporation	
	June 2007	Audit & Supervisory Board Member (full time), the Company	
		(to the present)	

#### (Notes)

- There are no special interests between Audit & Supervisory Board Member candidate and the Company.
- 2. Koichi Hiraga is a candidate for External Audit & Supervisory Board Member.
- 3. Koichi Hiraga has financial and accounting knowledge based on his long years of practical experience at financial institutions. He has sufficiently performed his duties as External Audit & Supervisory Board Member of the Company by providing his opinions from an independent standpoint. Accordingly, the Company has proposed making him a candidate for re-election as External Audit & Supervisory Board Member.
- 4. The term of office of Koichi Hiraga as External Audit & Supervisory Board Member will be twelve years at the conclusion of this General Meeting of Shareholders.
- 5. The Company has concluded agreement with Koichi Hiraga to limit his liability 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 reappointment of this candidate is approved.
- 6. The Company has designated Koichi Hiraga as independent officer pursuant to the regulations of Tokyo Stock Exchange, Inc. and filed a notice of that with the Exchange. If his election is approved the Company will continue to designate and register him as independent officer.

End of document