

THE FOLLOWING IS AN ENGLISH TRANSLATION PREPARED FOR THE CONVENIENCE OF THE SHAREHOLDERS AND INVESTORS. THE OFFICIAL TEXT IN JAPANESE OF THE NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS HAS BEEN PREPARED IN ACCORDANCE WITH STATUTORY PROVISIONS AND MAILED TO THE RESPECTIVE SHAREHOLDERS SEPARATELY. SHOULD THERE BE ANY INCONSISTENCY BETWEEN THE TRANSLATION AND THE OFFICIAL TEXT IN TERMS OF THE CONTENTS OF THE NOTICE, THE LATTER SHALL PREVAIL. THE COMPANY ACCEPTS NO LIABILITY FOR ANY MISUNDERSTANDING CAUSED BY THE TRANSLATION FOR ANY REASON WHATSOEVER.

Securities Code: 6869  
June 4, 2018

## Notice of the 51st Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 51st Ordinary General Meeting of Shareholders (this "Meeting") will be held as follows, and we would be grateful if you could attend this Meeting.

**If you are unable to attend this Meeting, you are entitled to vote in writing, or via our online voting website. Please refer to the reference materials contained herein, indicate your approval or disapproval of the items to be resolved in this Meeting on the enclosed ballot form and return it to us by 5:35 p.m. on Thursday, June 21, 2018. As an alternative, you may exercise your voting rights on our designated voting website (<https://evote.tr.mufg.jp/>).**

Yours faithfully,

Hisashi Ietsugu,  
Chairman and CEO  
SYSMEX CORPORATION  
1-5-1, Wakinohama-Kaigandori,  
Chuo-ku, Kobe, Hyogo Prefecture  
651-0073, Japan

- 1. Date and Time:** Friday, June 22, 2018, at 10 a.m.
- 2. Venue:** "SHOUN" Room, 4th Floor, Kobe Seishin Oriental Hotel,  
5-6-3, Kojidai, Nishi-ku, Kobe, Hyogo Prefecture, Japan
- 3. Agenda:**
- Items to be reported:**
1. Business Report, Consolidated Financial Statements for the 51st fiscal year (from April 1, 2017 to March 31, 2018), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditors and by the Audit and Supervisory Committee
  2. Non-consolidated Financial Statements for the 51st fiscal year (from April 1, 2017 to March 31, 2018)
- Items to be resolved:**
- Bill No. 1:** Appropriation of Surplus
- Bill No. 2:** Election of Nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Bill No. 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

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- \* **If you are attending this Meeting, please submit the enclosed ballot form to the reception desk at the meeting venue.**
  - \* **The following matters, however, are posted on our website (<http://www.sysmex.co.jp>) in accordance with applicable laws and regulations and the provision of Article 15 of the Articles of Incorporation, and are not included in this Notice of Convocation:**
    - 1) **Notes to the Consolidated Financial Statements**
    - 2) **Notes to the Non-consolidated Financial Statements**
  - \* **Amendments to the Reference Materials, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, if any, will be posted on our website (<http://www.sysmex.co.jp>).**

## Reference Materials for the Shareholders' Meeting

### Bill No. 1 Appropriation of Surplus

Issues related to the year-end dividend:

Under the Company's basic policy to pay continuous and stable dividends to our shareholders in consideration of our consolidated performance, we will target a consolidated dividend payout ratio of 30%.

The Company marks its 50th anniversary this year. In order to reciprocate the continuing support of our shareholders, we would like to offer a 36-yen dividend per share as a year-end dividend, adding a commemorative dividend for the 50th anniversary of 6 yen to an ordinary dividend of 30 yen.

Together with the interim dividend of 30 yen per share, the annual dividend will be 66 yen per share, an increase of 8 yen per share from the previous fiscal year.

#### (1) Type of dividend

Cash

#### (2) The appropriation of dividends and its total amount

36 yen per share of the Company's common stock

(an ordinary dividend of 30 yen per share and a commemorative dividend for the 50th anniversary of 6 yen per share)

Total dividend amount            7,506,682,704 yen

#### (3) Effective date for dividend

June 25, 2018

**Bill No. 2** Election of Nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this Bill) will expire at the conclusion of this Meeting.

Accordingly, the Company requests the election of nine (9) Directors.

The candidates for Directors are as follows:

Candidate number	Name		Positions, duties and important concurrent positions	Attendance to the Meetings of the Board of Directors
1	Reelection	Hisashi Ietsugu	Chairman and CEO (Important concurrent position) Chairman of the Kobe Chamber of Commerce and Industry	15/15
2	Reelection	Yukio Nakajima	Member of the Managing Board and Senior Executive Officer Senior Managing Director, CFO (Duties) Corporate Business Planning and Administration	15/15
3	Reelection	Kaoru Asano	Member of the Managing Board and Senior Executive Officer Senior Managing Director COO LS Business Unit and CTO (Duties) R&D Strategic Planning, Next-Core Business	15/15
4	Reelection	Kenji Tachibana	Member of the Managing Board and Senior Executive Officer Senior Managing Director COO IVD Business Unit (Duties) Business Strategy Development, Core-Business	15/15
5	Reelection	Kazuya Obe	Member of the Managing Board and Senior Executive Officer Managing Director (Duties) Global Marketing	15/15
6	Reelection	Mitsuru Watanabe	Member of the Managing Board and Senior Executive Officer Managing Director (Duties) Scientific Affairs, Bio-Diagnostics Reagent Technology	15/15
7	Reelection	Junzo Yamamoto	Member of the Managing Board and Senior Executive Officer Managing Director (Duties) Manufacturing and SCM	11/11

Candidate number	Name		Positions, duties and important concurrent positions	Attendance to the Meetings of the Board of Directors
8	Reelection Member of the Managing Board (Outside) Independent	Susumu Nishiura	Member of the Managing Board (Outside)	14/15
9	Reelection Member of the Managing Board (Outside) Independent	Masayo Takahashi	Member of the Managing Board (Outside)	14/15

Note: Mr. Junzo Yamamoto was newly elected as Director and assumed the position at the 50th Ordinary General Meeting of Shareholders held on June 23, 2017. The Meetings of the Board of Directors were held 11 times after the said General Meeting of Shareholders.

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
1	Reelection Hisashi Ietsugu (September 17, 1949)	<p>September 1986    Joined the Company, Member of the Managing Board of the Company</p> <p>March 1990        Member of the Managing Board and Senior Executive Officer, Managing Director of the Company</p> <p>February 1996    Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (Representative Director)</p> <p>April 1996        Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company (Representative Director)</p> <p>June 1996         President and CEO of the Company</p> <p>April 2013        Chairman and CEO of the Company (current)</p> <p>(Important concurrent position) Chairman of the Kobe Chamber of Commerce and Industry</p> <p>(Reasons for Nomination) Holding the positions of Chairman and CEO of the Company, Hisashi Ietsugu has managed the entire Sysmex Group (the “Group”) and provided strong leadership for many years. He is appointed as a candidate for a Member of the Managing Board of the Company because he will be essential for increasing the corporate value of the Group with his sense of balance, enabling appropriate supervision and decision-making of the entire management based on his insight and abundant experience and achievements as a corporate manager.</p>	609,100

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
2	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Yukio Nakajima (July 30, 1950)	April 1973      Joined the Company April 1996      Manager of Business Planning of the Company April 1997      Executive Vice President of Business Planning of the Company June 1999      Member of the Managing Board, Executive Vice President of Corporate Business Planning of the Company April 2005      Member of the Managing Board and Executive Officer, Vice President of Corporate Business Planning of the Company April 2007      Member of the Managing Board, Executive Officer of the Company April 2009      Member of the Managing Board and Senior Executive Officer, Managing Director of the Company April 2013      Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company April 2018      Member of the Managing Board and Senior Executive Officer, Senior Managing Director, CFO of the Company (current)	93,900
		(Duties) <b>Corporate Business Planning and Administration</b> (Reasons for Nomination) Yukio Nakajima has been involved in planning and administration departments of the Group, including Corporate Business Planning, Corporate Business Administration, IR, HR and General Affairs for many years and has contributed to the strengthening of the Company's management base. He is appointed as a candidate for a Member of the Managing Board of the Company because he has served as such Member since June 1999 and his abundant experience and wide-ranging insight will be essential for increasing the corporate value of the Group.	

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
3	<u>Reelection</u> Kaoru Asano (October 19, 1958)	<p>August 1987      Joined the Company</p> <p>April 2005      Executive Vice President of Central Research Laboratories of the Company</p> <p>April 2009      Executive Officer, Manager of Central Research Laboratories of the Company</p> <p>April 2011      Executive Officer, Executive Vice President of R&amp;D Strategic Planning of the Company</p> <p>April 2013      Senior Executive Officer of the Company</p> <p>June 2014      Member of the Managing Board and Senior Executive Officer of the Company</p> <p>April 2015      Member of the Managing Board and Senior Executive Officer, Managing Director of the Company</p> <p>April 2017      Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company</p> <p>April 2018      Member of the Managing Board and Senior Executive Officer, Senior Managing Director, COO LS Business Unit and CTO of the Company (current)</p> <p>(Duties) R&amp;D Strategic Planning, Next-Core Business</p> <p>(Reasons for Nomination) Kaoru Asano has been involved in research and technology development of the Group for many years and has contributed to the business development. He is appointed as a candidate for a Member of the Managing Board of the Company because he has served as such Member since June 2014 and his abundant experience and wide-ranging insight will be essential for increasing the corporate value of the Group.</p>	45,500
4	<u>Reelection</u> Kenji Tachibana (December 12, 1957)	<p>March 1980      Joined the Company</p> <p>April 2007      Executive Vice President of International Business Management of the Company</p> <p>April 2011      Executive Officer, Executive Vice President of IVD Business Development of the Company</p> <p>April 2013      Senior Executive Officer of the Company</p> <p>June 2014      Member of the Managing Board and Senior Executive Officer of the Company</p> <p>April 2015      Member of the Managing Board and Senior Executive Officer, Managing Director of the Company</p> <p>April 2017      Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company</p> <p>April 2018      Member of the Managing Board and Senior Executive Officer, Senior Managing Director, COO IVD Business Unit of the Company (current)</p> <p>(Duties) Business Strategy Development, Core-Business</p> <p>(Reasons for Nomination) Kenji Tachibana has been involved in business strategy development and international businesses of the Group and has contributed to the strategic and global business development. He is appointed as a candidate for a Member of the Managing Board of the Company because he has served as such Member since June 2014 and his abundant experience and wide-ranging insight will be essential for increasing the corporate value of the Group.</p>	27,500

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
5	<u>Reelection</u> Kazuya Obe (August 25, 1955)	<p>April 1991      Joined the Company</p> <p>April 1996      President of TOA Medical Electronics (Europe) GmbH (presently Sysmex Europe GmbH)</p> <p>April 2001      Senior Vice President of International Business of the Company</p> <p>October 2002    Chairman of the Board of Sysmex Corporation of America (presently Sysmex America, Inc.)</p> <p>April 2005      Executive Officer of the Company, Executive Vice Chairman and CEO of Sysmex America, Inc.</p> <p>June 2009      Member of the Managing Board and Executive Officer of the Company</p> <p>April 2013      Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duties) Global Marketing</p> <p>(Reasons for Nomination) Kazuya Obe has been involved in international business serving as representatives of several overseas regional headquarters of the Group for many years and has contributed to the global business development. He is appointed as a candidate for a Member of the Managing Board of the Company because he has served as such Member since June 2009 and his abundant experience and wide-ranging insight will be essential for increasing the corporate value of the Group.</p>	34,400
6	<u>Reelection</u> Mitsuru Watanabe (June 24, 1956)	<p>March 1980      Joined the Company</p> <p>April 2003      Executive Vice President of New Business of the Company</p> <p>April 2005      Executive Officer, Executive Vice President of R&amp;D Strategic Planning of the Company</p> <p>April 2009      Executive Officer of the Company</p> <p>June 2009      Member of the Managing Board and Executive Officer of the Company</p> <p>April 2013      Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duties) Scientific Affairs, Bio-Diagnostics Reagent Technology</p> <p>(Reasons for Nomination) Mitsuru Watanabe has been involved in product and market development of the Group and has contributed to the business development. He is appointed as a candidate for a Member of the Managing Board of the Company because he has served as such Member since June 2009 and his abundant experience and wide-ranging insight will be essential for increasing the corporate value of the Group.</p>	74,100

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
7	<p>Reelection</p> <p>Junzo Yamamoto (August 30, 1955)</p>	<p>March 1980      Joined the Company</p> <p>April 2007      Executive Vice President of Production of the Company</p> <p>April 2011      Executive Officer, Executive Vice President of Instrument Production of the Company</p> <p>April 2015      Senior Executive Officer of the Company</p> <p>April 2017      Senior Executive Officer, Managing Director of the Company</p> <p>June 2017      Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duties) Manufacturing and SCM</p> <p>(Reasons for Nomination) Junzo Yamamoto has been involved in instrument production and supply chains of the Group for many years and has contributed to the strengthening of the bases of the production system. He is appointed as a candidate for a Member of the Managing Board of the Company because he has served as such Member since June 2017 and his abundant experience and wide-ranging insight will be essential for increasing the corporate value of the Group.</p>	28,100
8	<p>Reelection</p> <p>Member of the Managing Board (Outside)</p> <p>Independent</p> <p>Susumu Nishiura (February 13, 1947)</p>	<p>April 1969      Joined TOA Electric Co., Ltd. ("TOA"; presently TOA Corporation)</p> <p>June 1998      Member of the Managing Board of TOA</p> <p>October 2004    Member of the Managing Board and Senior Executive Officer, Managing Director of TOA</p> <p>June 2008      Member of the Managing Board and Senior Executive Officer, Senior Managing Director of TOA</p> <p>June 2010      Retired from Member of the Managing Board and Senior Executive Officer, Senior Managing Director of TOA</p> <p>June 2013      Joined the Company, Member of the Managing Board of the Company (current)</p> <p>(Reasons for Nomination and Term of Office) Susumu Nishiura is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that he would utilize his abundant experience and deep insight in corporate management for management of the Company. Please note that his term of office as a Member of the Managing Board (Outside) will be five years at the conclusion of this Meeting. The Company has reported Susumu Nishiura as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc.</p>	N/A

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
9	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Member of the</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Managing Board</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">(Outside)</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> Masayo Takahashi (June 23, 1961)	October 1992    Ph.D. of Medicine and Assistant professor of Ophthalmology, Kyoto University Hospital January 1995    Post-doc, in Laboratory of Genetics, the Salk Institute, San Diego, the United States January 1997    Assistant professor of Ophthalmology, Kyoto University Hospital October 2001    Associate professor, Team Leader of retinal regeneration project, Translational Research Center, Kyoto University Hospital April 2006      Team Leader, Laboratory for Retinal Regeneration Research, RIKEN Center for Developmental Biology, Japan April 2012      Project Leader, Laboratory for Retinal Regeneration Research, RIKEN Center for Developmental Biology, Japan June 2016      Joined the Company, Member of the Managing Board of the Company (current)	N/A
(Reasons for Nomination and Term of Office) Masayo Takahashi is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that she would utilize her abundant experience and deep insight relating to advanced medical research, medical ethics and other fields as a clinician and researcher for management of the Company. Please note that her term of office as a Member of the Managing Board (Outside) will be two years at the conclusion of this Meeting. The Company has reported Masayo Takahashi as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Susumu Nishiura and Masayo Takahashi are to be elected as Members of the Managing Board (Outside).
  3. In accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Susumu Nishiura and Masayo Takahashi to limit their liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act. If their reelection is approved, the Company intends to continue the agreements with both of them.

**Bill No. 3** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Meeting.

Accordingly, the Company requests the election of three (3) Directors serving as Audit and Supervisory Committee Members.

Please note that the approval of the Audit and Supervisory Committee has been obtained for this Bill.

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

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
1	<p><u>Reelection</u> Yukitoshi Kamao (March 12, 1956)</p> <p>Attendance to the Meetings of the Board of Directors 14/15</p> <p>Attendance to the Meetings of the Audit and Supervisory Committee 27/28</p>	<p>March 1978      Joined the Company</p> <p>April 2006      Assistant Manager of Administration of the Company</p> <p>April 2009      Executive Vice President of Business Administration of the Company</p> <p>April 2013      Executive Officer, Executive Vice President of Business Administration of the Company</p> <p>April 2016      Executive Officer of the Company</p> <p>June 2016      Member of the Managing Board [Full-time Audit and Supervisory Committee Member] of the Company (current)</p> <p>(Reasons for Nomination) Yukitoshi Kamao has been involved in business administration departments of the Group for many years and has abundant experience and insights. He is appointed as a candidate for a Member of the Managing Board who is an Audit and Supervisory Committee Member in the hope that he would be capable of providing objective opinions from a neutral viewpoint and appropriately performing duties of a Member of the Managing Board who is an Audit and Supervisory Committee Member.</p>	49,700
2	<p><u>Reelection</u> <u>Member of the Managing Board (Outside)</u> <u>Independent</u> Koichi Onishi (July 16, 1947)</p> <p>Attendance to the Meetings of the Board of Directors 15/15</p> <p>Attendance to the Meetings of the Audit and Supervisory Committee 28/28</p>	<p>July 1971      Joined Kobe Steel, Ltd.</p> <p>June 2002      Executive Officer of Kobe Steel, Ltd.</p> <p>April 2004      Managing Executive Officer of Kobe Steel, Ltd.</p> <p>April 2007      Senior Managing Executive Officer of Kobe Steel, Ltd.</p> <p>June 2010      Retired from Senior Managing Executive Officer of Kobe Steel, Ltd.</p> <p>June 2010      President of Nippon Koshuha Steel Co., Ltd.</p> <p>June 2013      Executive Corporate Adviser of Nippon Koshuha Steel Co., Ltd.</p> <p>June 2014      Corporate Auditor of the Company</p> <p>June 2015      Retired from Executive Corporate Adviser of Nippon Koshuha Steel Co., Ltd.</p> <p>June 2016      Member of the Managing Board [Audit and Supervisory Committee Member] of the Company (current)</p> <p>(Reasons for Nomination and Term of Office) Koichi Onishi is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that he would utilize his abundant experience and deep insight in corporate management for audit, etc. of the Company. His term of office as a Member of the Managing Board (Outside) who is an Audit and Supervisory Committee Member will be two years at the conclusion of this Meeting. Please note that he previously served as the Company's officer who does not execute operations (Corporate Auditor). The Company has reported Koichi Onishi as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc.</p>	1,000

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
3	<p>Kazuhito Kajiura (January 25, 1950)</p> <p>Reelection Member of the Managing Board (Outside) Independent</p> <p>Attendance to the Meetings of the Board of Directors 15/15</p> <p>Attendance to the Meetings of the Audit and Supervisory Committee 28/28</p>	<p>September 1972    Joined Tohmatsu Awoki &amp; Co. (presently Deloitte Touche Tohmatsu LLC)</p> <p>June 1989        Partner, Tohmatsu Awoki &amp; Sanwa (presently Deloitte Touche Tohmatsu LLC)</p> <p>January 2013    Retired from Deloitte Touche Tohmatsu LLC</p> <p>June 2016        Member of the Managing Board [Audit and Supervisory Committee Member] of the Company (current)</p>	200
		<p>(Reasons for Nomination and Term of Office)</p> <p>As the Company expands its business activities on a global scale, enhancement of risk management and audit oversight functions is becoming increasingly important. With that in mind, Kazuhito Kajiura is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that he would contribute to ensuring the soundness and transparency of the Board of Directors, enhancing its audit oversight functions, and other matters, with his professional expertise and experience as a certified public accountant, his much knowledge of overseas situation and global management through extensive experience such as leading and auditing global companies, and his understanding of the Company's business environment and international business. Moreover, although Kazuhito Kajiura formerly worked at Deloitte Touche Tohmatsu LLC, more than five years have elapsed since his retirement from that firm, and accordingly his background thereof will have no effect on his performance of duties as a Member of the Managing Board (Outside) of the Company.</p> <p>Please note that his term of office as a Member of the Managing Board (Outside) who is an Audit and Supervisory Committee Member will be two years at the conclusion of this Meeting.</p> <p>The Company has reported Kazuhito Kajiura as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc.</p>	

- Notes:
1. There is no special interest between each of the candidates and the Company.
  2. Koichi Onishi and Kazuhito Kajiura are to be elected as Members of the Managing Board (Outside).
  3. In accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Koichi Onishi and Kazuhito Kajiura to limit their liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act. If their reelection is approved, the Company intends to continue the agreements with both of them.