

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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6103)  
June 1, 2018

**To Shareholders with Voting Rights:**

Yoshimaro Hanaki  
President and Chief Executive Officer  
Okuma Corporation  
25-1, Shimo-Oguchi 5-chome,  
Oguchi-cho, Niwa-gun, Aichi, Japan

**NOTICE OF  
THE 154TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 154th Annual General Meeting of Shareholders of Okuma Corporation (hereinafter “the Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your vote so that it is received by 5:05 p.m. on Monday, June 25, 2018, Japan time.

**1. Date and Time:** Tuesday, June 26, 2018, at 10 a.m. Japan time

**2. Place:** 3F Hall-1, Headquarters of Okuma Corporation  
25-1, Shimo-Oguchi 5-chome, Oguchi-cho, Niwa-gun, Aichi, Japan

**3. Meeting Agenda:**

- Subjects to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 154th Fiscal Year (April 1, 2017–March 31, 2018) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the Company’s 154th Fiscal Year (April 1, 2017–March 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of 11 Directors  
**Proposal 3:** Election of 1 Audit & Supervisory Board Member and 1 Substitute Audit & Supervisory Board Member

#### 4. Directions as to how to Exercise your Voting Rights

- (1) If you vote by postal mail, please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:05 p.m. on Monday, June 25, 2018, Japan time.
- (2) If you vote via the Internet, etc., please refer to the attached “Directions as to how to Exercise your Voting Rights via the Internet, etc.” (pages 10–11) and exercise your voting rights by 5:05 p.m. on Monday, June 25, 2018, Japan time.
- (3) If you exercise your voting rights both in writing and via the Internet, etc., the vote via the Internet, etc., shall be deemed valid. If you exercise your voting rights more than once via the Internet, etc., the last vote will be deemed valid.

#### 【Attention】

- (1) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. To conserve natural resources, please bring this “Notice of the 154th Annual General Meeting of Shareholders” to the meeting with you.
- (2) The reception desk is scheduled to open at 9 a.m. on the day of the meeting.
- (3) If you would like to exercise your voting rights via your proxy, you may appoint another shareholder with a voting right as your proxy at this meeting; provided that a document certifying the proxy right must be submitted to the Company.
- (4) The following matters are omitted from this convocation because they are posted on the Company’s Web site (<https://www.okuma.co.jp/>) pursuant to the applicable laws and regulations and Article 11, Paragraph 2, of the Articles of Incorporation of the Company.
  - 1) Notes to the Consolidated Financial Statements
  - 2) Notes to the Non-Consolidated Financial StatementsThe above documents, in addition to the attached documents for this convocation notice, are audited by the Accounting Auditor and the Audit & Supervisory Board.
- (5) In case of any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and/or the Non-Consolidated Financial Statements, such revisions will be posted on the Company’s Web site (<https://www.okuma.co.jp/>).
- (6) Please note that, although we had conventionally held a social gathering for shareholders after the General Meeting of Shareholders until the last year we have decided to discontinue such social gathering as from this year.

A factory tour is going to be held after this General Meeting of Shareholders.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

The Company has a policy to appropriate surplus with comprehensive consideration of the profitability of the fiscal year under review, the need of internal reserves to strengthen the Company's financial foundation and to prepare for the future business development of the Company, etc..

The Company proposes to pay ¥60 per share as the year-end dividend for the fiscal year under review.

Matters related to the year-end dividend:

(1) Type of the assets to be distributed as the dividend

Cash

(2) Matters regarding allocation of assets to be distributed as the dividend and the total amount thereof

¥60 per common share of the Company

Total amount of the dividend ¥1,924,647,900

(3) Effective date of the dividend

Wednesday, June 27, 2018

As of October 1, 2017, the Company conducted a reverse stock split by consolidating five shares of its common stock into one share. Taking into account this stock consolidation, if this Proposal is approved as originally proposed, the annual total amount of dividend including the interim dividend for the fiscal year under review (¥45 per consolidated share, as the interim dividend amount was ¥9 per pre-consolidation share) will be ¥105 per share, which is ¥15 more than the previous year's per share dividend (¥90 per consolidated share, as the total dividend amount was ¥18 per pre-consolidation share).

**Proposal 2:** Election of 11 Directors

The terms of office of all 11 Directors of the Company will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, within the maximum number of Directors prescribed in the Company's Articles of Incorporation, it is proposed that 11 Directors be elected.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of the Company's shares held
1	Yoshimaro Hanaki (September 8, 1942)	<p>April 1965      Joined the Company</p> <p>June 1995      Senior Director; Division Manager, Electronics Division of the Company</p> <p>July 1996      Senior Director; Division Manager, Technology Division of the Company</p> <p>June 1999      Executive Director; Division Manager, Sales &amp; Marketing Division of the Company</p> <p>December 2001      President and Chief Executive Officer, Okuma America Corporation</p> <p>April 2005      Chairman and Chief Executive Officer, Okuma America Corporation</p> <p>October 2005      President and Chief Executive Officer, Okuma Corporation</p> <p>October 2005      Director, Okuma &amp; Howa Machinery Ltd.</p> <p>June 2006      President and Chief Executive Officer of the Company (to present)</p> <p>June 2008      Outside Director, Asahi-Seiki Manufacturing Co., Ltd. (to present)</p> <p>May 2013      Chairman, Japan Machine Tool Builders' Association</p>	14,700
2	Atsushi Ieki (April 24, 1962)	<p>April 1985      Joined the Company</p> <p>June 2012      Senior Director; Division Manager, Technology Division of the Company</p> <p>July 2014      Senior Director; Division Manager, Technology Division of the Company; in charge of Purchasing Department of the Company</p> <p>July 2015      Executive Director; Division Manager, Technology Division of the Company, in charge of FA Systems Division and Purchasing Department of the Company</p> <p>October 2015      Executive Director; Division Manager, Technology Division of the Company; General Manager, Purchasing Department of the Company; in charge of FA Systems Division</p> <p>July 2016      Executive Director; Division Manager, FA Systems Division; General Manager, Purchasing Department; in charge of Technology Division of the Company</p> <p>April 2017      Executive Director; Division Manager, FA Systems Division; General Manager, Purchasing Department; in charge of Technology Division, Quality R&amp;D Center of the Company</p> <p>July 2017      Senior Executive Director; Division Manager, FA Systems Division; in charge of Quality Assurance Division, Subcontractor Production Department, Quality R&amp;D Center of the Company and TATUNG-OKUMA CO., LTD.; responsible for Technology Division of the Company; Chairman, TATUNG-OKUMA CO., LTD. (to present)</p>	1,900

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of the Company's shares held
3	Masato Ryoki (May 19, 1953)	<p>April 1974 June 2007 June 2011 September 2013 July 2014 July 2015 October 2015</p> <p>Joined the Company Senior Director; Division Manager, FA Systems Division of the Company Executive Director; Division Manager, FA Systems Division of the Company; General Manager, Information Systems Department of the Company, in charge of Export Control Office of the Company; responsible for Procurement Department of the Company Executive Director; Division Manager, Manufacturing Division of the Company; in charge of FA Systems Division, Information Systems Department and Export Control Office of the Company and TATUNG-OKUMA CO., LTD.; responsible for Procurement Division of the Company; Chairman, TATUNG-OKUMA CO., LTD. Senior Executive Director; Division Manager, Manufacturing Division of the Company; in charge of FA Systems Division, Information Systems Department, Subcontractor Production Department and Export Control Office of the Company and TATUNG-OKUMA CO., LTD.; Chairman, TATUNG-OKUMA CO., LTD. Senior Executive Director; Division Manager, Manufacturing Division of the Company; General Manager, Production Engineering Department of the Company; in charge of Information Systems Department, Subcontractor Production Department and Export Control Office of the Company and TATUNG-OKUMA CO., LTD.; Chairman, TATUNG-OKUMA CO., LTD. Senior Executive Director; in charge of Service Division, Information Systems Department and Export Control Office of the Company; responsible for BYJC-Okuma (Beijing) Machine Tool Co., Ltd. (to present)</p>	5,000
4	Chikashi Horie (December 25, 1958)	<p>April 1983 June 2011 February 2012 June 2012 July 2014 July 2015 July 2017 April 2018</p> <p>Joined the Company Senior Director; General Manager, Accounting and Planning Department of the Company; General Manager, Corporate Planning Office of the Company Senior Director; General Manager, Accounting and Planning Department of the Company Senior Director; General Manager, Accounting and Planning Department of the Company; in charge of General Affairs Department and Internal Audit Office of the Company Senior Director; General Manager, Accounting Department; in charge of General Affairs Department, Internal Audit Office and Corporate Planning Office of the Company Executive Director; Division Manager, Administration Division; and General Manager, Human Resources Department of the Company; in charge of Internal Audit Office Senior Executive Director; Division Manager, Administration Division; General Manager, Human Resources Department of the Company; in charge of Purchasing Department, Internal Audit Office and EL Administration Office of the Company; responsible for Manufacturing Division of the Company Senior Executive Director; Division Manager, Administration Division; General Manager, Human Resources Department of the Company; in charge of Internal Audit Office and EL Administration Office of the Company; responsible for Manufacturing Division of the Company (to present)</p>	3,000

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of the Company's shares held
5	Takeshi Yamamoto (August 19, 1958)	<p>April 1982      Joined the Company</p> <p>July 2006      General Manager, Planning Department of the Company</p> <p>July 2007      General Manager, Kani Production Department of the Company; General Manager, Kani Plant of the Company</p> <p>April 2008      Deputy Division Manager, Overseas Division of the Company</p> <p>July 2009      Chief Executive Officer, Okuma America Corporation</p> <p>June 2010      Executive Officer of the Company; Chief Executive Officer, Okuma America Corporation</p> <p>June 2011      Senior Director of the Company; Chief Executive Officer, Okuma America Corporation</p> <p>April 2014      Senior Director; Division Manager, Overseas Division of the Company; Chief Executive Officer, Okuma America Corporation; Chief Executive Officer, Okuma Europe GmbH</p> <p>July 2016      Senior Director; Division Manager, Overseas Division of the Company; Chief Executive Officer, Okuma America Corporation; Chief Executive Officer, Okuma Europe GmbH</p> <p>July 2017      Executive Director; Division Manager, Europe &amp; The Americas Sales Division of the Company; Chief Executive Officer, Okuma America Corporation; Chief Executive Officer, Okuma Europe GmbH; stationed in Europe (to present)</p>	2,300
6	Osamu Ishimaru (March 28, 1959)	<p>April 1981      Joined the Company</p> <p>April 2009      General Manager, Osaka Branch of the Company</p> <p>July 2011      Executive Officer; Deputy Division Manager, Sales &amp; Marketing Division of the Company; General Manager, Osaka Branch of the Company</p> <p>June 2012      Senior Director; Division Manager, Sales &amp; Marketing Division of the Company</p> <p>July 2017      Executive Director; Division Manager, Japan &amp; Asia Sales Division of the Company (to present)</p>	1,900
7	Katsuyoshi Kitagawa (October 20, 1954)	<p>April 1975      Joined the Company</p> <p>January 2000    General Manager, FA Products Department of the Company</p> <p>December 2001   Executive Manager, FA Systems Division of the Company</p> <p>October 2005    Executive Officer, Okuma Corporation; Division Manager, FA Systems Division of the Company</p> <p>July 2006      Chief Executive Officer, Okuma America Corporation</p> <p>July 2008      Executive Officer; Deputy Division Manager, Procurement Division of the Company; General Manager, Purchasing Department of the Company</p> <p>June 2010      Senior Director; General Manager, Procurement Department of the Company</p> <p>October 2012   Senior Director; Division Manager, Procurement Division of the Company; General Manager, Purchasing Department of the Company; Section Manager, Overseas Procurement Section of the Company</p> <p>July 2013      Senior Director; Division Manager, Procurement Division of the Company; General Manager, Purchasing Department of the Company</p> <p>July 2014      Senior Director; in charge of BYJC-Okuma (Beijing) Machine Tool Co., Ltd., stationed in China; President, BYJC-Okuma (Beijing) Machine Tool Co., Ltd. (to present)</p>	2,200

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of the Company's shares held
8	Harumitsu Senda (August 28, 1964)	<p>April 1987      Joined the Company</p> <p>July 2011      General Manager, R&amp;D Department of the Company</p> <p>July 2014      Executive Officer; Deputy Division Manager, Technology Division; General Manager, Kani Engineering Department of the Company</p> <p>October 2015    Executive Officer; Deputy Division Manager, Technology Division; General Manager, Kani Engineering Department; Assistant Manager, Kani Plant of the Company</p> <p>July 2016      Executive Officer; Division Manager, Technology Division; General Manager, R&amp;D Department of the Company</p> <p>July 2017      Senior Director; Division Manager, Technology Division; General Manager, R&amp;D Department of the Company (to present)</p>	700
9	Kinya Komura (December 20, 1965)	<p>November 1990    Joined the Company</p> <p>July 2014      General Manager, Purchasing Department of the Company</p> <p>October 2015    General Manager, Subcontractor Production Department of the Company</p> <p>July 2016      Executive Officer, General Manager, Subcontractor Production Department of the Company</p> <p>July 2017      Senior Director; Division Manager, Manufacturing Division;</p> <p>April 2018      Senior Director; Division Manager, Manufacturing Division; in charge of Purchasing Department (to present)</p>	400
10	Tokuichi Okaya (May 14, 1944)  [Outside Senior Director] [Independent Officer]	<p>May 1982      Director, OKAYA &amp; CO., LTD.</p> <p>May 1985      Managing Director, OKAYA &amp; CO., LTD.</p> <p>May 1990      President and Chairman of the Board, OKAYA &amp; CO., LTD. (to present)</p> <p>June 1997      Outside Senior Director of the Company (to present)</p> <p>June 1997      Outside Director, CHUBU-NIPPON BROADCASTING CO., LTD. (to present)</p> <p>June 2006      Audit &amp; Supervisory Board Member, Nagoya Railroad Co., Ltd. (to present)</p>	200
11	Masatoshi Ozawa (February 23, 1943)  [Outside Senior Director] [Independent Officer]	<p>June 1996      Director, Daido Steel Co., Ltd.; General Manager, Chita Plant</p> <p>June 2000      Managing Director, Daido Steel Co., Ltd.</p> <p>June 2004      President &amp; CEO and Representative Executive Director, Daido Steel Co., Ltd.</p> <p>June 2010      Chairman and Representative Executive Director, Daido Steel Co., Ltd.</p> <p>June 2014      Outside Director, SINTOKOGIO, LTD. (to present)</p> <p>June 2015      Advisor, Daido Steel Co., Ltd. (to present)</p> <p>June 2016      Outside Senior Director of the Company (to present)</p>	0

(Notes)

1. Atsushi Ieki, a candidate for Senior Director of the Company, concurrently serves as Chairman, TATUNG-OKUMA CO., LTD., with which the Company has business relationships including product sales.
2. Katsuyoshi Kitagawa, a candidate for Senior Director of the Company, concurrently serves as President of BYJC-Okuma (Beijing) Machine Tool Co., Ltd., with which the Company has business relationships including product sales.
3. Tokuichi Okaya, a candidate for Senior Director of the Company, concurrently serves as President and Chairman of the Board of OKAYA & CO., LTD., with which the Company has business relationships including product sales. However, the volume of such transactions is a mere 1.3% of the consolidated sales of the Company, which is insignificant in light of the business scales of the Company and OKAYA & CO., LTD. Although OKAYA & CO., LTD. holds the Company's shares, the holding ratio is only 2.0%. These relationships between the Company and OKAYA & CO., LTD. should not affect Mr. Okaya's duties as an Outside Senior Director of the Company.
4. Other candidates for Directors of the Company do not have any special interests in the Company.
5. Tokuichi Okaya and Masatoshi Ozawa are candidates for Outside Senior Directors.
6. Tokuichi Okaya and Masatoshi Ozawa, candidates for Outside Senior Director, satisfy the requirements for independence stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and therefore have been reported as independent officers to both stock exchanges.

7. Reasons for the nomination of the candidates for Outside Senior Directors

The Company proposes the election of Tokuichi Okaya as its Outside Senior Director because the Company judges that Mr. Okaya will provide appropriate advice from an independent viewpoint and fulfill objective supervisory functions drawing on his extensive business experience and knowledge nurtured in his career as President and Chairman of the Board at OKAYA & CO., LTD. and as outside officers at many other companies.

The Company proposes the election of Masatoshi Ozawa as its Outside Senior Director because the Company judges that Mr. Ozawa will provide appropriate advice from an independent viewpoint and fulfill objective supervisory functions drawing on his broad knowledge related to corporate management nurtured through his experience in the management of Daido Steel Co., Ltd., for many years.

8. Tokuichi Okaya's term of office as an Outside Senior Director of the Company since his first appointment will reach 21 years as of the close of this year's Annual General Meeting of Shareholders. Masatoshi Ozawa's term of office as an Outside Senior Director of the Company since his appointment will reach 2 years as of the close of this Meeting.

**Proposal 3:** Election of 1 Audit & Supervisory Board Member and 1 Substitute Audit & Supervisory Board Member

The term of office of Akihiko Ogata, an Audit & Supervisory Board Member of the Company, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, it is hereby proposed that 1 Audit & Supervisory Board Member be elected.

It is also proposed that 1 substitute Outside Audit & Supervisory Board Member be elected to ensure that the number of Outside Audit & Supervisory Board Members does not fall short of that required by laws and regulations.

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

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

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company's shares held
1	Hiroshi Yamawaki (August 16, 1957)  Newly appointed	April 1980 Joined the Company June 2007 General Manager, Planning Department of the Company April 2009 General Manager, Design Support Center of the Company July 2011 General Manager, Process Control Center of the Company July 2013 General Manager, Internal Audit Office of the Company July 2016 General Manager, Internal Audit Office; General Manager, Export Control Office of the Company July 2017 Executive Officer; General Manager, Internal Audit Office of the Company (to present)	1,459

Note: The candidate for Audit & Supervisory Board Member of the Company does not have any special interests in the Company.

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

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company's shares held
2	Shoji Inoue (July 29, 1957)  Newly appointed [Substitute Audit & Supervisory Board Member] [Substitute Independent Officer]	April 1991 Attorney-at-law, admitted and belonging to the Nagoya Bar Association (currently, Aichi Bar Association) April 1991 Joined Katayama Kinji Law Firm July 2009 Established Inoue Shoji Law Firm October 2013 Established Sao & Inoue Law Firm (to present) June 2015 Outside Director, Meitetsu Transportation Co., Ltd. (to present) June 2016 Outside Audit & Supervisory Board Member, Makita Corporation (to present)	0

(Notes)

1. The candidate for a substitute Audit & Supervisory Board Member of the Company does not have any special interests in the Company.
2. The Company does not have any business relationships, including any advisory contract, with the candidate for substitute Audit & Supervisory Board Member, his law firm Sao & Inoue Law Office or the other lawyers belonging to the said law firm.
3. Shoji Inoue is a candidate for a substitute Outside Audit & Supervisory Board Member of the Company.
4. If Mr. Inoue becomes an Audit & Supervisory Board Member of the Company, the Company intends to report him as an Independent Officer as prescribed by the Tokyo Stock Exchange and the Nagoya Stock Exchange to both exchanges.
5. Reasons for the nomination of the candidate for a substitute Outside Audit & Supervisory Board Member  
The Company proposes the election of Shoji Inoue as its substitute Outside Audit & Supervisory Board Member because the Company judges that Mr. Inoue has extensive experience and professional knowledge as a lawyer so that he will be able to fulfill the duties as an Outside Audit & Supervisory Board Member appropriately from an independent viewpoint.

## **Directions as to how to Exercise your Voting Rights via the Internet, etc.**

If you exercise your voting rights via the Internet, etc., please accept the following.

### 1. Web site for the exercise of voting rights

To exercise your voting rights via the Internet, you can use only the following Web site designated by the Company for that purpose.

Web site for the exercise of voting rights: <https://www.web54.net>

### 2. Rules for exercising voting rights

- (1) When you exercise your voting rights via the Internet, enter your voting code and the password enclosed herein, and follow the instructions on the screen and enter your vote for or against each proposal.
- (2) We accept voting via the Internet, etc. up until 5:05 p.m. on Monday, June 25, 2018, Japan time. Please exercise your voting right in good time.
- (3) If you exercise your voting rights both in writing and via the Internet, etc., the vote via the Internet, etc., will be deemed valid.
- (4) If you exercise your voting rights more than once via the Internet, etc., the last vote will be deemed valid.
- (5) Any Internet access fee for using the Web site for the exercise of voting rights shall be at your expense.

### 3. Handling of password and voting code

- (1) The password is important information used to identify that the voter is the Company's shareholder himself/herself. Please handle your password appropriately just like your signature seal and pin number.
- (2) If a password is entered wrong more than a certain number of times, that password becomes unusable. To have your password reissued, please apply for reissue in accordance with the instructions on the screen.
- (3) The voting code indicated on the Voting Rights Exercise Form is valid only for this Annual General Meeting of Shareholders.

### 4. Contact with regard to the exercise of voting rights via the Internet

- (1) For any questions regarding the operation method, please contact the following Web Support Desk of the Securities Transfer Agent.

Sumitomo Mitsui Trust Bank, Limited, the Stock Transfer Agency Services Web Support Desk  
Dedicated line: 0120-652-031 (Hours: 9 a.m.–9 p.m., Japan time)

(2) Contact for other purposes:

1) Shareholders who have an account at a securities company

Please contact your securities company.

2) Shareholders who do not have an account at a securities company (shareholders who have a special account)

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Services Center:

0120-782-031

(Hours: 9 a.m.–5 p.m., Japan time, excluding Saturdays, Sundays and national holidays)

5. Electronic Voting Platform

Institutional investors who have already subscribed to the use of the “Electronic Voting Platform” operated by ICJ, Inc., may exercise their voting rights using the said platform.