(Securities identification code: 6462)

June 4, 2018

To our shareholders:

Kaoru Itoh President (CEO & COO) Riken Corporation 8-1, Sanbancho, Chiyoda-ku, Tokyo

Notice of the 94th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 94th Ordinary General Meeting of Shareholders of Riken Corporation (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail. Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:30 p.m., Thursday, June 21, 2018 (Japan Standard Time).

Meeting Details

1. Date and time: Friday, June 22, 2018 at 10:00 a.m. (Japan Standard Time)

2. Venue: 4th Floor Golden Room

Hotel Grand Palace

1-1-1, Iidabashi, Chiyoda-ku, Tokyo

3. Purposes of the Meeting: Items to be reported:

- Business Report and Consolidated Financial Statements for the 94th Term (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board
- Non-Consolidated Financial Statements for the 94th Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

Proposal 1: Appropriation of surplus **Proposal 2:** Election of nine (9) Directors

Proposal 3: Election of one (1) substitute Audit & Supervisory Board Member Proposal 4: Determination of Remuneration for Granting Restricted Stock to

Directors (Excluding Outside Directors)

4. Exercise Voting Rights in Writing

If you exercise a voting right on multiple occasions, the Company shall treat your final vote as the effective exercise of the voting right.

5. Internet Disclosure

The referential materials appended to this Convocation Notice do not include the two documents listed below. These two documents have been posted on the Company's website (http://www.riken.co.jp/english/) pursuant to legislation and Article 15 of the Company's Articles of Incorporation.

- (1) Notes to the Consolidated Financial Statements
- (2) Notes to the Non-Consolidated Financial Statements

Therefore, please note that the referential materials do not fully encompass the consolidated financial statements and non-consolidated financial statements that the Company's accounting auditor audited when preparing the Accounting Auditor Report; nor do they fully encompass the business report, consolidated financial statements, and non-consolidated financial statements that the Audit & Supervisory Board audited when preparing its Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposals and Notes

Proposal 1: Appropriation of surplus

The Company aims to deliver stable shareholder returns while considering the Company's current performance as well as the future business climate and prospects for business development.

The Company celebrated its 90th anniversary in 2017. As a gesture of appreciation to our shareholders for supporting the Company over the years, the Company further proposes to add a commemorative dividend of 15 yen to the ordinary dividend of 60 yen, resulting in a term-end dividend of 75 yen per share.

The Company has already paid an interim dividend of 75 yen per share, adding a commemorative dividend of 15 yen to the ordinary dividend of 60 yen. Accordingly, the proposed annual dividend for the fiscal year under review amounts to 150 yen per share, which includes a commemorative dividend of 30 yen.

- 1. Matters related to year-end dividends
 - (1) Type of dividend property Cash
 - (2) Allocation of dividend property and total amount thereof
 75 yen per common share of the Company
 (Normal dividend of 60 yen + Commemorative dividend of 15 yen for the 90th anniversary.)

Total amount of dividends: 737,334,825 yen

(3) Effective date of distribution of dividends of surplus June 25, 2018

Proposal 2: Election of nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes that nine (9) Directors be elected.

The candidates for Directors are as follows:

No.	Name	Position and responsibilities, and the Company	Attributes of the Candidate
1	Noritada Okano	Representative Director, Chairman	Reelection
2	Kaoru Itoh	Representative Director, President (CEO & COO)	Reelection
3	Kenichiro Takagi	Representative Director, Vice President (CTO)	Reelection
4	Kazuyoshi Takaki	Director, Managing Executive Officer, Officer in charge of Casting and Forging Parts Division, Resin Products Business Division, Marine and Industrial Components and Parts Division, Camshafts Business Division, Global Procurement Division, and Maintenance Division	Reelection
5	Yasunori Maekawa	Director, Managing Executive Officer, Oversaw of International Business, Officer in charge of GA promotion, General Manager of Nagoya Sales Division, Officer in charge of Logistics, Executive Manager Global Business	Reelection
6	Donald E. McNulty	Director, President of Riken of America Inc.	Reelection
7	Shigemasa Hayasaka	Director, Managing Executive Officer, Officer in charge of Japan OE Sales, Piping Business, Executive Manager of Sales	Reelection
8	Toshinori Kanemoto	Outside Director	Outside Director Independent Director
9	Eiji Hirano	Outside Director	Outside Director Independent Director

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company		Number of the Company's shares owned
		July 1973	Joined the Company	
		June 1999	Director, General Manager of Overseas Sales and Marketing Division of the Company	
		June 2003	Managing Director, General Manager of Sales Head Office of the Company	
	Noritada Okano (December 30, 1948) [Reelection] M R No yee	June 2006	Senior Managing Director, General Manager of Sales Head Office of the Company	
		June 2008	Representative Director, Vice President, General Manager of Sales Head Office of the Company	
1		June 2009	Representative Director, President of the Company	3,500
		June 2015	Chairman (CEO) of the Company	3,500
		April 2018	Representative Director, Chairman of the Company (present position)	
		May 2018	Chairman of Japan Auto Parts Industries Association (present position)	
		Reasons for nomination as candidate for Director Noritada Okano has successfully led the Company for many years as President and more recently as Chairman. We have nominated him for the post of Director, believing his extensive executive experience and competence to be invaluable to the Company's management.		
		Attendance a the fiscal yea 18/18 (100%)		

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company		Number of the Company's shares owned
		April 1976	Joined the Industrial Bank of Japan, Limited	
		April 2005	Managing Executive Officer of Mizuho Bank, Ltd.	
		March 2008	President and CEO of Mizuho Research Institute Ltd.	
		May 2012	Advisor of the Company	
	Kaoru Itoh (April 9, 1953) [Reelection]	June 2012	Managing Director of the Company	
		June 2013	Senior Managing Director, Chairman of the Corporate Strategy Committee of the Company	
2		June 2015	Representative Director, President (COO) of the Company	2,700
		April 2018	Representative Director, President (CEO & COO) of the Company (present position)	
		As COO, Kaoru I Company's opera of Director, believ	tination as candidate for Director toh has successfully managed the tions. We have nominated him for the post ving his wide-ranging experience and invaluable to the Company's	
		Attendance at th the fiscal year 18/18 (100%)	e Board of Directors Meetings during	

No.	Name (Date of birth)	Career sumn significant con	Number of the Company's shares owned	
		April 1977	Joined the Company	
		December 1998	General Manager of Casting Components Division of the Company	
		June 2002	Director, General Manager of Precision Components Division of the Company	
		June 2005	Managing Director, General Manager of Corporate Planning Division of the Company	
	Vanishina Talaasi	June 2011	Managing Director of the Company	
3	Kenichiro Takagi (February 16, 1952)	June 2013	Senior Managing Director of the Company	2,500
	[Reelection]	June 2015	Representative Director, Vice President (CTO) of the Company (present position)	
		As CTO, Kenich raising the Comp nominated him for depth expertise,	nination as candidate for Director iro Takagi has contributed significantly to bany's technological prowess. We have or the post of Director, believing his in- wide-ranging experience, and competence to the Company's management.	
		Attendance at the fiscal year 17/18 (94.4%)	the Board of Directors Meetings during	
		April 1972	Joined the Company	
		January 2004	Director, President of Riken Automobile Parts (Wuhan) Co., Ltd.	
		June 2009	Director of the Company & Director, President of Riken Automobile Parts (Wuhan) Co., Ltd.	
		October 2009	Director, General Manager of Quality Assurance Division of the Company	
	Kazuyoshi Takaki	May 2011	Director, General Manager of Casting Components Division of the Company	
4	(April 15, 1953)	June 2013	Managing Director of the Company	2,000
	[Reelection]	May 2016	Director, Managing Executive Officer of the Company (present position)	
	K n o o p c c A	Kazuyoshi Takaki managed manufac our group increase post of Director, b	mination as candidate for Director I founded a Chinese subsidiary, and he has eturing and quality assurance, which has helped be profitability. We have nominated him for the helieving his wide-ranging experience and invaluable to the Company's management.	
		Attendance at the fiscal year 18/18 (100%)	the Board of Directors Meetings during	

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company		Number of the Company's shares owned
		March 1986	Joined the Company	
		February 2004	General Manager of Nagoya Sales Division of the Company	
		June 2010	Director, Chairman of Overseas Committee of the Company	
		May 2013	Director of the Company	
		June 2015	Managing Director of the Company	
5	Yasunori Maekawa (February 27, 1958)	May 2016	Director, Managing Executive Officer of the Company (present position)	1,400
	[Reelection]	Reasons for nomination as candidate for Director During his long years of service in the Company, Yasunori Maekawa has engaged in overseas sales, domestic sales and overseas business, which has helped our group expand globally. We have nominated him for the post of Director, believing his wide-ranging experience and competence to be invaluable to the Company's management.		
		Attendance at the fiscal year 17/18 (94.4%)	Board of Directors Meetings during the	
	Donald E. McNulty (October 11, 1952)	June 1983	Joined Riken Metal Products Corporation	
		October 1995	Director, Vice President of Riken of America Inc.	
		January 2003	Director, President of Riken of America Inc.	
		June 2011	Director of the Company	
		May 2016	Director, Managing Executive Officer of the Company	
6		June 2018	Director of the Company (present position)	400
	[Reelection]	June 2018	President of Riken of America Inc. (present position)	400
		During his long year McNulty has achieved region, which has hominated him for the ranging experience Company's manage	tation as candidate for Director ars of service in the Company, Donald E. ared business success in the America/Europe elped our group expand globally. We have the post of Director, believing his wide- and competence to be invaluable to the ment. Board of Directors Meetings during the	

Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company		Number of the Company's shares owned
	April 1981	Joined the Company	
	November 2004	General Manager of Kanagawa Sales Division of the Company	
	June 2009	Director, General Manager of Kanagawa Sales Division of the Company	
	April 2011	Director, General Manager of Sales Head Office of the Company	
Shigemasa Hayasaka	June 2016	Managing Executive Officer of the Company	
(March 10, 1955)	June 2017	Director, Managing Executive Officer of the Company (present position)	2,900
	In managing the Hayasaka has he expand sales. We believing his wid invaluable to the Attendance at t	Company's sales operations, Shigemasa lped to strengthen its marketing power and to have nominated him for the post of Director, le-ranging experience and competence to be Company's management.	
	(Date of birth) Shigemasa Hayasaka (March 10,	April 1981 November 2004 June 2009 April 2011 Shigemasa Hayasaka (March 10, 1955) [Reelection] Reasons for nor In managing the Hayasaka has he expand sales. We believing his wid invaluable to the	April 1981 Joined the Company

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company		Number of the Company's shares owned
		April 1968	Joined National Police Agency	
		August 1995	Director-General of International Affairs Department of National Police Agency	
		October 1996	President of ICPO-INTERPOL	
		April 2001	Director of Cabinet Intelligence, Cabinet Secretariat, Government of Japan	
		January 2007	Registered as Attorney-at-Law	
	Toshinori Kanemoto (August 24, 1945) [Reelection] [Outside Director] [Independent Officer] Rea Tosi posi of C at-L beca from as C Med	February 2007	Of-Counsel of City-Yuwa Partners (scheduled to retire position in June 2018)	
		June 2011	Outside Director of Nomura Holdings, Inc. (scheduled to retire position in June 2018)	
		June 2013	Outside Corporate Auditor of JX Holdings, Inc. (currently JXTG Holdings, Inc.)	
8		June 2015	Outside Director of the Company (present position)	0
		June 2015	Outside Corporate Auditor of Nippon Television Holdings, Inc. (present position)	
		Toshinori Kaner positions, include of Cabinet Intell at-Law. We have because we belief from his experti as Outside Direct Meeting of Shar Attendance at	mination as candidate for Outside Director moto has held a number of important public ling President of ICPO-INTERPOL and Director igence, and he currently works as an Attorney-enominated him for the post of Outside Director eve that the Company's management will benefit se and extensive experience. He will have served ctor for 3 years at the conclusion of this General eholders. the Board of Directors Meetings during the	
		fiscal year 18/18 (100%)		

No.	Name (Date of birth)	Career summary, position and responsibilities, and significant concurrent positions outside the Company		Number of the Company's shares owned
		April 1973	Joined Bank of Japan	
		May 1999	Director-General of International Department of Bank of Japan	
		June 2002	Executive Director of Bank of Japan	
		June 2006	Director, Vice President of Toyota Financial Services Corporation	
		May 2015	Director, Representative Statutory Executive Officer, Vice Chairman of MetLife Insurance K.K.	
	Eiji Hirano	June 2015	Outside Director of the Company (present position)	
	(September 15, 1950) [Reelection]	June 2016	Outside Director of NTT DATA Corporation (present position)	
9	[Outside Director]	September 2017	Director, Vice Chairman of MetLife Insurance K.K. (present position)	0
	[Independent Officer]	October 2017	Chairperson of the Board of Governors of Government Pension Investment Fund (present position)	
	Eiji Hirano he subsequently l We have nomi because we be benefit from h He will have s conclusion of	Eiji Hirano held subsequently hel We have nomina because we belie benefit from his He will have serv conclusion of thi	mination as candidate for Outside Director a top post in the Bank of Japan and d executive posts in a number of companies. ted him for the post of Outside Director we that the Company's management will in-depth expertise and extensive experience. wed as Outside Director for 3 years at the s General Meeting of Shareholders. he Board of Directors Meetings during the	
		fiscal year 17/18 (94.4%)	ne board of Directors Meetings during the	

- (Notes) 1. There is no special interest between any of the candidates and the Company.
 - 2. Toshinori Kanemoto and Eiji Hirano are candidates for Outside Director.
 - 3. While Toshinori Kanemoto does not participate directly in management, he does engage in legal affairs as an attorney-at-law, and as such, we believe that he is qualified to duly fulfill his duties as Director.
 - 4. The Company has designated Toshinori Kanemoto and Eiji Hirano as independent officers according to the rules of the Tokyo Stock Exchange, Inc., and has registered the candidates with the said exchange.
 - The Company has entered agreements with Toshinori Kanemoto and Eiji Hirano limiting their liability for damages to the extent stipulated in legislation. The Company intends to continue these agreements if the candidates are approved.

Proposal 3: Election of one (1) substitute Audit & Supervisory Board Member

The Company proposes that one (1) substitute Audit & Supervisory Board Member be elected to prepare for a case where the number of Audit & Supervisory Board Members falls below the number stipulated by laws and regulations.

The substitute Audit & Supervisory Board Member will assume office to fill a vacancy in the Audit & Supervisory Board that would otherwise cause the board to fall short of its legally mandated quorum. The substitute Audit & Supervisory Board Member's term of office will be for the remainder of the term of office of the previous member whom he/she substitutes.

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

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

No.	Name (Date of birth)	Career summary, position, and significant concurrent positions outside the Company		Number of the Company's shares owned
	Kazuhiro Mori (October 7, 1946) [Outside Director]	April 1969	Joined Hitachi, Ltd.	
		June 2003	Executive Officer of Hitachi, Ltd.	
		January 2007	Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd.	
		June 2010	Chairman of the Board, Outside Director of Hitachi Capital Corporation	0
1		June 2013	Chairman of the Board, Outside Board Director of Hitachi High-Technologies Corporation	
		June 2014	Outside Director of Isuzu Motors Limited (scheduled to resign position in June 2018)	
		June 2018	(Scheduled to assume post of) Outside Director of Ricoh Company Ltd.	
		& Supervisor We nominated Supervisory B	nomination as candidate for substitute Audit y Board Member Kazuhiro Mori as substitute Outside Audit & oard Member because the management thereof om his extensive experience and wide-ranging	
			quired from working at global companies.	

(Notes)1. There is no special interest between the candidate and the Company.

- 2. Kazuhiro Mori is a candidate for substitute outside Audit & Supervisory Board Member.
- 3 Kazuhiro Mori served Hitachi, Ltd. in an executive role until March 2013. While the Company does engage in business transactions with Hitachi (e.g., product sales), we believe that Mori's independence as Outside Audit & Supervisory Board Member will not be affected given that these transactions account for less than 1% of the consolidated net sales of both companies.
- 4. Kazuhiro Mori serves Isuzu Motors Limited as Outside Director. While the Company does engage in business transactions with Isuzu Motors (e.g., product sales), we believe that Mori's independence as Outside Audit & Supervisory Board Member will not be affected given that these transactions account for

less than 1% of the consolidated net sales of both companies.

- 5. Kazuhiro Mori will assume the post of Outside Director of Ricoh Company Ltd. in June. While the Company does engage in business transactions with Ricoh, we believe that Mori's independence as Outside Audit & Supervisory Board Member will not be affected given that these transactions account for less than 1% of the consolidated net sales of both companies.
- 6. If Kazuhiro Mori's election is approved, the Company will enter an agreement with him limiting his liability for damages to the extent stipulated in legislation.

Proposal 4: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)

At the 90th Ordinary General Meeting of Shareholders held on June 25, 2014, the shareholders resolved that the Company may provide a maximum of ¥400 million per year as director remuneration (this amount includes executive bonuses and excludes the employee portion of director remuneration). The shareholders further resolved that the Company may, in addition to the said remuneration, provide a maximum of ¥100 million per year as stock acquisition rights in stock option remuneration for directors (excluding outside directors, herein after "eligible directors").

The Company now intends to replace this stock options plan with a restricted stock remuneration plan. As described below, the Company will provide to eligible directors shares of common stock subject to certain conditions, including that the shares be un-transferable for a certain period and that the Company may in certain circumstances acquire the shares without contribution. Allotting such "restricted shares" is intended to make eligible directors more interested in the benefits and risks of share price fluctuations and thus motivate them to help the Company raise its share price and enhance its corporate value in a sustainable manner.

Having comprehensively considered the contribution of its directors, the Company proposes that it provide to eligible directors, in addition to their director remuneration, a maximum of \(\frac{\pmathbf{\frac{4}}}{100}\) million per year (the same amount as in the existing plan) in monetary claims to be redeemed for restricted shares. The Company further proposes that it allot, within the scope of said monetary claims, two types of restricted shares—each type with a different transfer restriction period (both types are referred to herein as "restricted shares"). The Company has concluded that this plan is reasonable in light of the directors' contribution.

Pending shareholder approval, the Company will scrap its existing stock options plan. Accordingly, it will no longer allot stock options to eligible directors.

The Company currently has nine (9) directors (two (2) of whom are outside directors) and the approval of Proposal 2 will not change this number.

Particulars Concerning the Restricted Shares (including the maximum amount)

1. Allotment and amount to be paid in

The Board of Directors has resolved that the Company will provide eligible directors with monetary claims for restricted shares within the scope of the maximum annual limit mentioned above, and that the eligible directors will receive their allotted restricted shares by redeeming these monetary claims in their entirety, as an in-kind contribution.

The Board of Directors will determine the amount to pay in for the restricted shares. This amount will be within a range that gives no significant advantage to the eligible directors subscribing for the restricted shares. In determining the amount, the Board of Directors will refer to the closing price of the Company's common shares on the Tokyo Stock Exchange as of the business day preceding the resolution date (or if no trading is reported on that day, the day preceding such).

To receive their monetary claims, eligible directors must agree to make the said in-kind contribution

and to conclude a restricted share allotment agreement stipulating the matters in 3 below.

2. Number of restricted shares

The maximum amount of restricted shares the Company will allot in each business year will be 50,000. However, the Company may subsequently adjust this amount to reasonably accommodate any stock split (or share allotment without contribution), share consolidation, or any other corporate action warranting such adjustment.

3. Restricted share allotment agreement

The Board of Directors has resolved that it will conclude restricted share allotment agreements with eligible directors before issuing any of the restricted shares, and that these agreements will include the following stipulations.

(1) Transfer restrictions

During the transfer-restriction period (either of the two periods listed below), eligible directors must not cede, pledge, hypothecate, provide as a pre-death gift, bequeath, or otherwise transfer to a third party any of the restricted shares allotted to them.

- (i) Type I Restricted Shares: A period determined by the Board of Directors between 2 and 5 years
- (ii) Type II Restricted Shares: 30 years
- (2) Circumstances in which the Company may acquire the restricted shares without contribution If an eligible director resigns as a director or executive officer between the day the transfer-restriction period began and the day before the nearest Ordinary General Meeting of Shareholders, the Company will acquire without contribution the restricted shares it allotted to that eligible director ("allotted-shares") as a matter of course, unless the Board of Directors deems there to be legitimate grounds for not doing so.

When the transfer-restriction period stipulated in (1) ends, the Company will acquire all or part of the allotted-shares without contribution and as a matter of course if it determines that the circumstances for lifting the transfer restriction as stipulated in (3) below are not present.

(3) Lifting the transfer restrictions

When the transfer-restriction period ends, the Company will lift the transfer restriction on the allottedshares in their entirety on condition that the eligible director remained incumbent as a director or executive officer between the day the relevant transfer-restriction period began and the day of the nearest Ordinary General Meeting of Shareholders.

However, if the eligible director resigned as director or executive officer before the transferrestriction period ended, and if the Board of Directors deems that there are reasonable grounds for doing so, the Company may reasonably adjust the number of the allotted-shares and the time when their transfer-restriction ends.

(4) Corporate reorganization

If, following shareholder approval (or following a resolution of the Board of Directors if shareholder

approval is not required), the Company becomes subject to a corporate reorganization during the transfer-restriction period (including a merger agreement in which the Company becomes a non-surviving company, or a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary of another company), it will lift restrictions on a certain portion of allotted-shares before the corporate reorganization takes effect. The Board of Directors will determine the amount of allotted-shares whose restrictions will be lifted, and this amount will reflect the length of time between the start of the transfer-restriction period and the day the corporate reorganization was approved.

Immediately after the transfer restrictions are lifted, as a matter of course, the Company will acquire without contribution those allotted-shares whose transfer restrictions were not lifted.

Reference

If the General Meeting of Shareholders approves the proposal, the Company will introduce a similar restricted stock plan (involving two types of restricted shares—each type with a different transfer restriction period) for its executive officers.