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Securities code: 7280

June 5, 2019

To shareholders with voting rights:

Noboru Hino  
Chairman of the Board  
MITSUBA Corporation  
1-2681 Hirosawa-cho,  
Kiryu-shi, Gunma  
Japan

## CONVOCATION NOTICE FOR THE 74TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are cordially invited to attend the 74th Annual General Meeting of Shareholders of MITSUBA Corporation (the “Company”).

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5 p.m. (JST) on Thursday, June 20, 2019.

**1. Date and Time:** Friday, June 21, 2019 at 10 a.m. (JST)

**2. Place:** 7F Hall, Mitsuba Building, MITSUBA Corporation  
1-2789-1 Hirosawa-cho, Kiryu City, Gunma Prefecture

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2018 - March 31, 2019)
  2. Results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2018 - March 31, 2019)

**Matters to be resolved:**

- Proposal No. 1:** Election of Four Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal No. 2:** Election of One Director Serving as Audit and Supervisory Committee Member

## Guidance on Exercise of Voting Rights

### If you can attend the meeting

When attending the meeting, the shareholder him/herself (the same shall apply for a proxy, who shall also be a shareholder of the Company holding voting rights) must submit the enclosed Voting Rights Exercise Form at the reception desk.

In the case of attendance by a proxy, please present a document evidencing authority of the proxy along with the Voting Rights Exercise Form (pursuant to the provisions of the Articles of Incorporation of the Company, a proxy must be a shareholder of the Company holding voting rights).

Please be advised that the admission procedure may take time if you forget to bring the Voting Rights Exercise Form with you.

Date of the General Meeting of Shareholders: Friday, June 21, 2019 at 10 a.m. (JST)

### If you are unable to attend the meeting

#### ➤ By mail

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return it by the following deadline.

Deadline for exercise: 5 p.m. on Thursday, June 20, 2019

#### ➤ Via the Internet

Please access the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) and exercise your voting rights by the following deadline.

Deadline for exercise: 5 p.m. on Thursday, June 20, 2019

Please see the next page for the method of exercising voting rights via the Internet.

### For institutional investors

In addition to the above method for exercising voting rights via the Internet, institutional investors may exercise their voting rights by using the electronic voting platform operated by ICJ, Inc. Please note that this service is only available for those who requested it in advance.

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- Your early arrival is appreciated since congestion is expected at the reception immediately before the start of the meeting.  
The reception is scheduled to start at 8:30 a.m.
  - When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.  
For resource-saving purposes, please bring this Convocation Notice with you.
  - Of the documents required to be provided to shareholders in this Convocation Notice, information related to items to be indicated in the Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements have been posted on the Company's website (<https://www.mitsuba.co.jp/>) in accordance with laws and regulations and Article 13 of the Articles of Incorporation of the Company, and are therefore not included in this Convocation Notice.
  - Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or Consolidated Financial Statements will be posted on the Company's website (<https://www.mitsuba.co.jp/>).

## Method of Exercise of Voting Rights Via the Internet

1. Access the voting rights exercise website (<https://evote.tr.mufg.jp/>)
  - (1) Click “Next.”
2. Login
  - (2) Enter your Login ID and Temporary Password, which are printed in the bottom right corner of the Voting Rights Exercise Form. (The Company notifies shareholders of a new Login ID and a new Temporary Password each time it convenes a General Meeting of Shareholders.)
  - (3) Click “Login.”
3. Register the password
  - (4) Fill in the entry fields for “Current Password,” “New Password,” and “New Password (for confirmation).”  
(Please do not forget the password.)
  - (5) Click “Send.”

If you have a smartphone or a mobile phone with a QR code reader, you can scan the QR code on the right to access the website.

If you use a smartphone to scan the QR code printed on the attachment of the Voting Rights Exercise Form, you can exercise your voting rights without entering your ID or password. Exercise of voting rights by accessing the website with the QR Code on the attachment is allowed only once.

### ● Voting rights exercise website

- (1) Exercise of voting rights via the Internet is possible only by accessing the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) from a personal computer, a smartphone, or a mobile phone. (However, service is suspended from 2:00 a.m. to 5:00 a.m. every day.)
- (2) Depending on the environment of Internet usage through personal computers, smartphones or mobile phones, and Internet providers’ services or types of communication devices used, there are cases where the voting rights exercise website is not available. For more information, please contact the Help Desk below.

### ● Costs incurred for accessing the voting rights exercise website

Internet connection fees, telecommunication charges, and other fees incurred by accessing the voting rights exercise through a personal computer, a smartphone or a mobile phone shall be borne by the shareholder.

### ● Treatment of voting rights exercised multiple times

- (1) If you have exercised your voting rights both by mail and via the Internet, the exercise of voting rights via the Internet shall be deemed effective.
- (2) If you have exercised your voting rights multiple times via the Internet, the content of the final exercise shall be deemed effective.

System-related inquiries:

Securities Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Toll-free service phone number in Japan: 0120-173-027      Operating hours: 9:00 a.m. – 9:00 p.m.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Items

Proposal No. 1: Election of Four Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same shall apply hereinafter) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of four Directors.

The Audit and Supervisory Committee has discussed this proposal at its meeting, and has determined that the candidates are qualified for their respective posts.

The candidates for Directors are as follows.

Candidates for Directors:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	Noboru Hino (November 27, 1937)  (Reelection)	<div> April 1962      Joined Hitachi Koki  June 1966      Joined the Company  February 1976      Director, the Company  June 1979      Managing Director  June 1981      Senior Managing Director  June 1985      Representative Director, Vice President  June 1988      Representative Director, President  June 2007      Chairman of the Board  (current) </div> <div> [Reason for selection]  Mr. Hino has a wealth of experience in business management and, as Chairman, he has been promoting the establishment of a corporate governance system to ensure efficiency and fairness of business management. The Company proposes his election as Director since he is expected to continue to contribute to the Group's business management. </div>	302,029 shares
2	Yuichi Nagase (January 6, 1954)  (Reelection)	<div> April 1976      Joined the Company  April 2005      Operating Officer  April 2012      Managing Officer  April 2013      President, Chief Operating Officer  (current)  June 2013      Representative Director, President  (current)  April 2017      Management of Quality Assurance  (current) </div> <div> [Reason for selection]  Mr. Nagase has a wealth of experience in business management and has taken the leadership role as President. The Company proposes his election as Director since he is expected to continue to the Group's business management. </div>	36,300 shares

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
3	Yoshikazu Takahashi (October 22, 1951)  (Reelection)	<p>April 1975      Joined the Company</p> <p>January 2004    Operating Officer</p> <p>June 2008      Director and Operating Officer</p> <p>April 2011      Director and Managing Officer</p> <p>April 2012      Director and Senior Managing Officer</p> <p>April 2015      Chief of Business Management (current)</p> <p>June 2015      Representative Director and Senior Managing Officer (current)</p> <p>[Reason for selection] Mr. Takahashi has been engaged in duties including business promotion, development, and purchasing as well as business management of the Group for many years, and has the ability essential for promoting future product development. The Company proposes his election as Director in order to leverage his ability and experience in the Group's business management.</p>	26,900 shares
4	Kenichi Mita (March 31, 1949)  (Reelection)	<p>March 1972      Joined the Company</p> <p>January 2004    Operating Officer</p> <p>June 2008      Director and Operating Officer</p> <p>April 2011      Director and Managing Officer</p> <p>April 2011      Chief of Administrative, Human Resources, Accounting and Finance (current)</p> <p>April 2013      Director and Senior Managing Officer</p> <p>June 2015      Representative Director and Senior Managing Officer (current)</p> <p>(significant concurrent positions) Representative Director, President, Mitsuba Ability Corp.</p> <p>[Reason for selection] Mr. Mita has been engaged in duties including finance, general affairs, and human affairs as well as business management of the Group for many years, and has the ability essential for promoting measures related to finance, general affairs, and human affairs. The Company proposes his election as Director in order to leverage his ability and expertise in the Group's business management.</p>	27,010 shares

Notes: 1. Mr. Kenichi Mita is Representative Director of Mitsuba Ability Corp. There is a transactional relationship between the said company and the Company involving business entrustment, staffing, and real estate leasing.

2. There are no special interests between the Company and the other candidates.

Proposal No. 2: Election of One Director Serving as Audit and Supervisory Committee Member

The terms of office of Mr. Shigeki Dantani, who is Director serving as Audit and Supervisory Committee Member, will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of one Director serving as Audit and Supervisory Committee Member.

The consent of the Audit and Supervisory Committee has been obtained with regard to this proposal.

The candidate for Director serving as Audit and Supervisory Committee Member is as follows.

Candidate for Director serving as Audit and Supervisory Committee Member:

Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
Shigeki Dantani (September 9, 1948)  (Reelection) (External) (Independent)	<p>April 1971      Joined Nissho Iwai Corporation (currently Sojitz Corporation)</p> <p>January 2006    Executive Officer, General Manager, Non-Ferrous Metals Department of Sojitz Corporation</p> <p>June 2012      Representative Director, Executive Vice President of Sojitz Corporation</p> <p>June 2016      Executive Vice Chairman of Sojitz Corporation</p> <p>June 2017      Director (Audit and Supervisory Committee Member) of the Company</p> <p>April 2018      Advisor of Sojitz Corporation (current)</p> <p>(significant concurrent positions) Advisor of Sojitz Corporation</p> <p>[Reason for selection] Mr. Dantani has a wealth of experience in management as representative director at a general trading company. The Company proposes his election as Director (External Director) serving as Audit and Supervisory Committee Member since he is expected to contribute to ensuring the soundness of the Group.</p>	2,300 shares

Notes: 1. There are no special interests between the Company and the candidate.

2. Mr. Shigeki Dantani is a candidate for External Director.

1) The reason for the nomination as External Director is as stated in the "Reason for selection" above.

2) Mr. Shigeki Dantani is External Director serving as Audit and Supervisory Committee Member, and his term of office as External Director serving as Audit and Supervisory Committee Member will be two years at the conclusion of this General Meeting of Shareholders.

3) The Company designated Mr. Shigeki Dantani as independent director as stipulated by the regulations of the Tokyo Stock Exchange, and registered him with the Tokyo Stock Exchange.

4) Mr. Shigeki Dantani was not a business executor or officer in the Company or any entity that has a special relationship with the Company during the last five years. He was not a business executor in a company where the Company assumed rights and obligations during the past two years through merger, absorption-type company split, or assignment of business.

5) Mr. Shigeki Dantani does not anticipate receiving a large sum of money or other financial benefits from the Company or any entity that has a special relationship with the Company, and has never received them for the past two years.

6) Mr. Shigeki Dantani is not a spouse, a relative within the third degree, or any person similar to these persons, of the business executor or officer of the Company or any entity that has a special relationship with the Company.

7) The Company has entered into an agreement with Mr. Shigeki Dantani to limit his liability for damages as stipulated in Article 423, paragraph 1 of the Companies Act, and the minimum liability amount based on the agreement is the amount stipulated in Article 425, Paragraph 1 of the Companies Act. The Company will conclude the same agreement with Mr. Shigeki Dantani, if his election is approved.