

# Notice of the 167<sup>th</sup> Ordinary General Meeting of Shareholders

Date & Time: 10:00 a.m. (Japan Time), on Wednesday, June 17, 2020

Venue: IBIDEN Co., Ltd. Headquarters Conference Room (the 2<sup>nd</sup> floor), 2-1 Kanda-cho, Ogaki-city, Gifu Pref.

Agenda:

Matters to be reported:

- (1) Business Report and Consolidated Financial Statements, and Audit Reports by the Accounting Auditors and the Audit and Supervisory Committee on the Consolidated Financial Statements, for the 167<sup>th</sup> Fiscal Year (from April 1, 2019 to March 31, 2020)
- (2) Financial Statements for the 167<sup>th</sup> Fiscal Year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal: Election of Seven (7) Directors who are not Audit and Supervisory Committee Members

Company's Website: <https://www.ibiden.co.jp/>

If there is any minor amendment to the "Reference Materials for General Meeting of Shareholders," "Business Report," "Financial Report" and/or "Consolidated /Non-consolidated Financial Statements", such amendment will be posted on the Company's website indicated above. Additionally, pursuant to the Japanese laws and regulations and Article 15 of the Company's, "Items related to Corporate Director (6) Outside Corporate Director", "Company structure and Company Policy" of Business Report, "Consolidated Financial Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements of Change in Net Assets" of Consolidated Financial Statements, and "Statements of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" of Financial Statement will be posted on the website above, and thus not included in the documents accompanying the Notice of the 167<sup>th</sup> Ordinary General Meeting of Shareholders. Moreover, these items will be audited by the Accounting Auditors, and Audit and Supervisory Committee.

<p>This document is an English translation of the Notice of the 167<sup>th</sup> Ordinary General Meeting of Shareholders originally prepared in Japanese. This English translation is for general reference purposes only and is subject to errors and omissions. All information contained herein is deemed accurate, but is not guaranteed.</p>
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The terms of office of all seven (7) current Directors will expire at the conclusion of the Ordinary General Meeting of Shareholders. Accordingly, it is proposed that seven (7) Members of the Board of Directors who are not Audit and Supervisory Committee Members be elected.

The candidates for the Directors who are not Audit and Supervisory Committee Members are as follow:

The brief personal information for respective candidates is referred to Page 3 through 6.

Candidate Number		Name	Positions and Responsibilities		Attendance at the Board of Directors' Meeting in 2019	Years of Service
1	Reassignment	Hiroki TAKENAKA	Chairman of the Board, Representative Director, Chairman of the Board Meeting, Administrator of Corporate Business Operation		11/11 times (100%)	23 years
2	Reassignment	Takeshi AOKI	President & CEO, Representative Director, Administrator of Corporate Business Operation, Corporate Executive Director of Ceramics Operation, R&D Operation and Internal Audit Division		11/11 times (100%)	7 years
3	Reassignment	Kozo KODAMA	Executive Vice President, Representative Director, Corporate Executive Director of Quality Unit, Engineering Unit, Production Unit and System Promotion Unit, President of Strategic Manufacturing Operation and MLB Operation, President of IBIDEN Electronics Beijing, Chairman of IBIDEN Electronics Malaysia		11/11 times (100%)	5 years
4	Reassignment	Masahiko IKUTA	Director & Senior Executive Officer, President of Strategic Corporate Planning Operation, Corporate Executive Director of PKG Operation and IR		11/11 times (100%)	2 years
5	Reassignment	Chiaki YAMAGUCHI	Candidate of Outside Director	Candidate of Independent Director	11/11 times (100%)	6 years
6	Reassignment	Toshio MITA	Candidate of Outside Director	Candidate of Independent Director	11/11 times (100%)	3 years
7	New	Noriko ASAI	Candidate of Outside Director	Candidate of Independent Director	-	-



Candidate Number

1

Hiroki TAKENAKA

Date of Birth:

January 1, 1951

#### Reassignment

Numbers of the  
Company's Shares  
Owned

121,000

Including Numbers of the  
Company's Shares  
Granted on Stock  
Compensation Plan

27,400

#### Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held

April 1973	Joined IBIDEN Co., Ltd.	January 2015	Corporate Executive Director of R&D Operation
June 1997	Director		
June 2001	Managing Director	March 2016	Corporate Executive Director of Affiliates and Subsidiaries
June 2005	Director & Executive Managing Officer	June 2017	Chairman of the Board, Representative Director (present)
April 2007	President & CEO, Representative Director, Administrator of Corporate Business Operation (present)	June 2018	Corporate Executive Director of Electronics Operation

#### Reasons for his Nomination as a Candidate for Director of the Company

Mr. Hiroki TAKENAKA has wide-range knowledge as a Corporate Manager and Director of the Company and abundant experience in business operation of the Company. As the Company judges that he has sufficient knowledge and experience that enable him to make decision on the execution of important business for the Company and to supervise the execution of duties by directors, we nominate him as a candidate of Director of the Company.



Candidate Number

2

Takeshi AOKI

Date of Birth:

February 4, 1958

#### Reassignment

Numbers of the  
Company's Shares  
Owned

58,700

Including Numbers of the  
Company's Shares  
Granted on Stock  
Compensation Plan

27,400

#### Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held

April 1981	Joined IBIDEN Co., Ltd.	April 2017	Administrator of Corporate Business Operation (present), Corporate Executive Director of Ceramics Operation
April 2008	Corporate Officer		
June 2013	Director & Corporate Officer		
April 2014	Director & Managing Officer		
April 2014	Vice President of Ceramics Operation	June 2017	President & CEO, Representative Director (present)
March 2016	Executive Vice President, Representative Director	June 2018	Corporate Executive Director of R&D Operation (present)
March 2016	President of Ceramics Operation	April 2019	Corporate Executive Director of Internal Audit Division (present)

#### Reasons for his Nomination as a Candidate for Director of the Company

Mr. Takeshi AOKI has wide-range knowledge as a Representative Director of the Company and abundant experience in Ceramics Operation. As the Company judges that he has sufficient knowledge and experience that enable him to make decision on the execution of important business for the Company and to supervise the execution of duties by directors, we nominate him as a candidate of Director of the Company.

Candidate Number

3

Kozo KODAMA

Date of Birth:

March 23, 1963



## Reassignment

Numbers of the  
Company's Shares  
Owned  
40,800

Including Numbers of the  
Company's Shares  
Granted on Stock  
Compensation Plan  
18,900

## Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held

April 1986	Joined IBIDEN Co., Ltd.	April 2017	President of Corporate Strategic Manufacturing Operation (present),
April 2012	Corporate Officer		Corporate Executive Director of
April 2012	Vice President of IBIDEN Philippines Inc.		CSR Promotion Division and
January 2015	Managing Officer		Energy Control Division
January 2015	Vice President of	February	Chairman of IBIDEN
	Electronics Operation	2018	Electronics Malaysia (present)
June 2015	Director & Managing Officer	June 2018	Corporate Executive Director of
March 2016	Executive Vice President, Representative Director (present)		Quality Unit, Engineering Unit & Production Unit (present)
		December	President of MLB Operation
		2018	(present), President of IBIDEN Electronics Beijing (present)
		April 2019	President of System Promotion Unit (present)

## Reasons for his Nomination as a Candidate for Director of the Company

Mr. Kozo KODAMA has wide-range knowledge as a Representative Director of the Company, deep knowledge in Technology and Production Operations and experience in affiliating overseas production companies. As the Company judges that he has sufficient knowledge and experience that enable him to make decision on the execution of important business for the Company and to supervise the execution of duties by directors, we nominate him as a candidate of Director of the Company.

Candidate Number

4

Masahiko IKUTA

Date of Birth:

August 19, 1962



## Reassignment

Numbers of the  
Company's Shares  
Owned  
38,100

Including Numbers of the  
Company's Shares  
Granted on Stock  
Compensation Plan  
13,500

## Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held

April 1985	Joined IBIDEN Co., Ltd.	March 2016	Director & Executive Managing Officer
April 2010	Corporate Officer		
October 2013	Corporate Executive Director of FGM Operation	April 2017	Corporate Executive Director of Affiliates and Subsidiaries
October 2013	Corporate Executive Director of IR, President of Strategic Corporate Planning Operations (present)	June 2018	Director & Executive Managing Officer
		April 2019	Corporate Executive Director of PKG Operation (present)
June 2014	Director & Managing Officer	April 2020	Director & Senior Executive Officer (present)

## Reasons for his Nomination as a Candidate for Director of the Company

Mr. Masahiko IKUTA has wide-range knowledge as a Director of the Company and adequate experience in Strategic Corporate Planning Operation. As the Company judge that he has sufficient knowledge and experience that enable him to make decision on the execution of important business for the Company and to supervise the execution of duties by directors, we nominate him as a candidate of Director of the Company.



Reassignment

Candidate of  
Outside Director

Candidate of  
Independent Director

Numbers of the  
Company's Shares  
Owned  
11,900

Candidate Number

5

Chiaki YAMAGUCHI

Date of Birth:

December 25, 1949

**Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held**

June 2003 Full-time Corporate Auditor of Toyota Motor Corporation (retired on June 2011)  
June 2011 Executive Managing Director of Toyota Industries Corporation  
June 2012 Representative Director & Senior Vice President of Toyota Industries Corporation (retired on June 2015)  
June 2014 Outside Director of IBIDEN Co., Ltd. (present)  
June 2015 President & Representative Director of Towa Real Estate Co., Ltd. (retired on June, 2018)  
June 2015 Outside Director of Nakanihon Kogyo Co., Ltd. (retired on June 2019)  
June 2018 Outside Auditor of Central Nippon Expressway Company Limited (present)  
June 2018 Advisor of Towa Real Estate Co., Ltd. (retired on June 2019)  
June 2019 Contract Officer for Special Duties of Towa Real Estate Co., Ltd. as former President & Representative Director (present)

**Other Major Position Concurrently Held**

Contract Officer for Special Duties of Towa Real Estate Co., Ltd. as former President & Representative Director

Outside Auditor of Central Nippon Expressway Company Limited

**Relation between his Major Concurrent Duty and the Company**

The Company has no special interest with his concurrent duties.

**Reasons for his Nomination as a Candidate of Outside Director of the Company**

The Company proposes that Mr. Chiaki YAMAGUCHI be elected as an Outside Director, in expectation of the advice and supervision, which he will be able to provide based on his abundant and wide-ranging experience and expertise, including those in relation to corporate management.



Reassignment

Candidate of  
Outside Director

Candidate of  
Independent Director

Numbers of the  
Company's Shares  
Owned  
2,300

Candidate Number

6

Toshio MITA

Date of Birth:

November 2, 1946

**Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held**

April 1969 Joined Chubu Electric Power Co., Inc.  
June 2003 Managing Officer, Tokyo Office Manager of Chubu Electric Power Co., Inc.  
June 2005 Director, Senior Managing Executive Officer, President of Sales Company of Chubu Electric Power Co., Inc.  
June 2006 President & CEO of Chubu Electric Power Co., Inc.  
June 2007 President & CEO, Representative Director of Chubu Electric Power Co., Inc.  
June 2010 Chairman of the Board at Chubu Electric Power Co., Inc.  
June 2015 Advisor of Chubu Electric Power Co., Inc. (present)  
June 2015 Outside Auditor of NYK Line (retired on June 2019)  
June 2017 Outside Director of IBIDEN Co., Ltd. (present)  
June 2018 Outside Auditor of Nagoya Railroad Co., Ltd. (present)  
June 2019 Outside Auditor of Chubu-Nippon Broadcasting Co., Ltd.(present)

**Other Major Position Concurrently Held**

Advisor of Chubu Electric Power Co., Inc.

Outside Auditor of Nagoya Railroad Co., Ltd.

Outside Auditor of Chubu-Nippon Broadcasting Co., Ltd.

**Relation between his Major Concurrent Duty and the Company**

The Company has no special interest with his concurrent duties.

**Reasons for his Nomination as a Candidate of Outside Director of the Company**

The Company proposes that Mr. Toshio MITA be elected as an Outside Director, in expectation of the advice and supervision, which he will be able to provide based on his abundant and wide-ranging experience and expertise, including those in relation to corporate management.



Candidate Number

7

Noriko ASAI

Date of Birth:

July 25, 1964

**Brief Personal History, Positions, Responsibilities and Significant Positions Concurrently Held**

March 1997 Assistant Instructor at the School of Economics of Nagoya University  
 March 1999 Nagoya University Ph.D. in Economics  
 April 2003 Associate Professor at the School of Management of Chukyo University  
 April 2007 Professor at the School of Management of Chukyo University  
 June 2015 Outside Director of CKD Corporation (present)

**Other Major Position Concurrently Held**

Professor at the School of Management of Chukyo University  
 Outside Director of CKD Corporation

**Relation between his Major Concurrent Duty and the Company**

The Company has no special interest with her concurrent duties.

**Reasons for his Nomination as a Candidate of Outside Director of the Company**

The Company proposes that Ms. Noriko ASAI be elected as an Outside Director, in expectation of the advice and supervision, which she will be able to provide based on her abundant and wide-ranging academic knowledge, experience and expertise in business economics as an academic expert.

New

Candidate of  
Outside Director

Candidate of  
Independent Director

Numbers of the  
Company's Shares  
Owned  
nil

(Annotation)

1. The Company has no special interests with any of the candidates above.
2. Liability limitation agreements with Outside Directors who are not Audit and Supervisory Committee Members. Outline of contents of the liability limitation agreement as follows:  
 The Company has executed with Messrs. Chiaki YAMAGUCHI and Toshio MITA, Outside Directors, with an agreement for limitation of liability for damage as stipulated in Article 423.1 of the Companies Act. The Company will continue the liability limitation agreement with both of them if the proposal is resolved. Outline of contents of the liability limitation agreement as follows:
  - (i) Liability for damage incurred due to an outside director's failure to perform his/her duties as an Outside Director shall be up to the amount of 20 million yen or the minimum liability amount stipulated in Article 425.1 of the Companies Act, whichever is higher.
  - (ii) The limitation of liability above applies only if an outside director has performed the duties that have caused his/her liability, without knowledge thereof and has not been grossly negligent in performing the same.
 If this proposal is approved, an agreement with the same terms and conditions as those set forth above will also be renewed with Ms. Noriko ASAI, upon her assumption of office as Outside Director.
3. Pursuant to the provisions prescribed by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., Messrs. Chiaki YAMAGUCHI and Toshio MITA as Independent Directors, and Ms. Noriko ASAI as a candidate of Independent Director have been appointed and registered with both Stock Exchanges.
4. Mr. Toshio MITA engaged in NYK Line as an Outside Director from June 2015. For the duration of the term, he corroborated his suspicion that some of former local management of NYK Car Carrier (China), one of its consolidated subsidiaries, accounted unjust expenditures though the investigation ended on March 2018. Nippon Cargo Airlines Co., Ltd, one of NYK Line's subsidiaries, also received the administrative measures by the Minister of land, Infrastructure, Transport and Tourism for the inappropriate operations of aircraft maintenance etc. and filed implement measures on July 2018. Mr. Toshio MITA had been unaware of the said cases until he was reported. He used to make statements from the point of view of legal compliance until then, and he continued delivering proposals on exhaustive investigations into the cause of them and recurrence preventions for them.

## CONSOLIDATED BALANCE SHEETS

Account	Millions of Yen	Account	Millions of Yen
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current Assets</b>	300,244	<b>Current Liabilities</b>	120,736
Cash and deposits	175,151	Notes and accounts payable - trade	45,555
Notes and accounts receivable - trade	69,013	Short-term loans payable	30,030
Merchandise and finished goods	12,416	Accounts payable - other	18,188
Work in process	13,248	Accrued income taxes	3,016
Raw materials and supplies	19,615	Provision for bonuses	3,906
Other - current assets	10,934	Provision for directors' bonuses	132
Less - allowance for doubtful accounts	△136	Provision for loss on liquidation of subsidiaries and affiliates	763
<b>Noncurrent Assets</b>	218,374	Notes payable - facilities	7,721
<b>Property, plant and equipment</b>	173,514	Other - current liabilities	11,422
Buildings and Structures	56,249	<b>Non-Current Liabilities</b>	123,948
Machinery, equipment and vehicles	43,322	Bonds payable	50,000
Land	19,800	Long-term loans payable	70,000
Lease assets	7	Lease obligations	38
Construction in progress	48,731	Deferred tax liabilities for land revaluation	68
Other - property, plant and equipment	5,403	Net defined benefit liability	827
<b>Intangible assets</b>	4,486	Provision for share-based compensation	250
<b>Investments and other assets</b>	40,374	Deferred tax liabilities	1,644
Investment securities	34,461	Other - long-term liabilities	1,118
Long-term loans receivable	8	<b>Total Liabilities</b>	244,684
Deferred tax assets	4,463	<b>(Net Assets)</b>	
Other – investments and other assets	1,684	<b>Shareholders' Equity</b>	254,734
Less - allowance for doubtful accounts	△244	Capital stock	64,152
<b>Total Assets</b>	518,619	Capital surplus	64,579
		Retained earnings	128,578
		Less - treasury stock, at cost	△2,575
		<b>Accumulated other comprehensive Income</b>	13,584
		Valuation difference on available-for-sale securities	9,232
		Revaluation reserve for land	160
		Foreign currency translation adjustments	4,191
		<b>Non-controlling interests</b>	5,615
		<b>Total Net Assets</b>	273,934
		<b>Total Liabilities and Net Assets</b>	518,619

Note: Amounts less than one million yen are omitted.

(Concluded)



## CONSOLIDATED STATEMENTS OF INCOME

Account	Millions of Yen	
<b>Net sales</b>		295,999
<b>Cost of sales</b>		227,845
<b>Gross profit</b>		68,153
<b>Selling, general and administrative expenses</b>		48,467
<b>Operating income</b>		19,685
<b>Non-operating income</b>		
Interest and dividends income	1,322	
Foreign exchange gain, net	587	
Other - non-operating income	642	2,552
<b>Non-operating expenses</b>		
Interest expenses	194	
Bond issuance cost	146	
Loss on mothballing of operation	91	
Other - non-operating expenses	440	874
<b>Ordinary income</b>		21,364
<b>Extraordinary income</b>		
Gain on sales of noncurrent assets	236	
Gain on sales of investment securities	20	
Other - extraordinary income	5	261
<b>Extraordinary loss</b>		
Loss on retirement of noncurrent assets	2,427	
Impairment loss	458	
Loss on sales of investment securities	45	
Loss on liquidation of subsidiaries and affiliates	458	
Extra retirement payments	513	
Other - extraordinary loss	197	4,100
<b>Income before income taxes</b>		17,525
Income taxes – current	6,471	
Income taxes – deferred	△483	5,987
<b>Net income</b>		11,537
Profit attributable to non-controlling interests		207
Profit attributable to owners of parent		11,329

Note: Amounts less than one million yen are omitted.

(Concluded)



## BALANCE SHEETS

Account	Millions of Yen	Account	Millions of Yen
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current Assets</b>	198,258	<b>Current Liabilities</b>	106,228
Cash and deposits	132,447	Notes payable - trade	3,660
Notes receivable - trade	1,202	Accounts payable - trade	19,396
Accounts receivable - trade	34,858	Short-term loans payable	30,000
Merchandise and finished goods	3,202	Accounts payable - other	21,660
Work in process	6,886	Accrued income taxes	1,037
Raw materials and supplies	5,096	Deposit received	17,073
Other - current assets	14,574	Provision for bonuses	2,581
Less - allowance for doubtful accounts	△9	Provision for directors' bonuses	132
<b>Noncurrent Assets</b>	227,459	Notes payable - facilities	7,592
<b>Property, plant and equipment</b>	87,027	Other - current liabilities	3,095
Buildings	13,348	<b>Non-Current Liabilities</b>	120,485
Structures	7,418	Bonds payable	50,000
Machinery and equipment	12,009	Long-term loans payable	70,000
Land	11,193	Provision for share-based compensation	250
Construction in progress	41,013	Other - long-term liabilities	235
Other - property, plant and equipment	2,043	<b>Total Liabilities</b>	226,713
<b>Intangible assets</b>	2,063	<b>(Net assets)</b>	
<b>Investments and other assets</b>	138,368	<b>Shareholders' Equity</b>	189,926
Investment securities	33,026	Capital stock	64,152
Stock of subsidiaries and affiliates	104,028	Capital surplus	64,579
Deferred tax assets	746	Legal capital surplus	64,579
Other – investments and other assets	585	Retained earnings	63,769
Less - allowance for doubtful accounts	△18	Legal retained earnings	3,548
<b>Total Assets</b>	425,718	Other retained earnings	60,221
		Reserve for advanced depreciation of non-current assets	75
		General reserve	8,600
		Retained earnings brought forward	51,545
		Less - treasury stock, at cost	△2,575
		<b>Valuation and translation adjustments</b>	9,078
		Valuation difference on available-for-sale securities	9,078
		<b>Total Net Assets</b>	199,004
		<b>Total Liabilities and Net Assets</b>	425,718

Note: Amounts less than one million yen are omitted.

(Concluded)

## STATEMENTS OF INCOME

Account	Millions of Yen	
<b>Net Sales</b>		146,681
<b>Cost of sales</b>		110,148
<b>Gross profit</b>		36,532
<b>Selling, general and administrative expenses</b>		29,105
<b>Operating income</b>		7,427
<b>Non-operating income</b>		
Interest and dividends income	6,905	
Foreign exchange gains, net	742	
Other - non-operating income	449	8,097
<b>Non-operating expense</b>		
Interest expenses	292	
Bond issuance cost	146	
Rent expenses on facilities	157	
Other - non-operating expenses	110	706
<b>Ordinary income</b>		14,818
<b>Extraordinary income</b>		
Gain on sales of noncurrent assets	113	
Gain on sales of investment securities	0	114
<b>Extraordinary loss</b>		
Loss on retirement of noncurrent assets	1,588	
Loss on valuation of investment securities	45	
Impairment loss	237	
Other - extraordinary loss	53	1,925
<b>Income before income taxes</b>		13,007
Income taxes - current	2,211	
Income taxes - deferred	△94	2,117
<b>Net income</b>		10,890

Note: Amounts less than one million yen are omitted.

(Concluded)