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Stock Exchange Code 6590
June 5, 2020

To Shareholders with Voting Rights:

Shigeki Fujita
Representative Director, President and Chief
Executive Officer
SHIBAURA MECHATRONICS CORPORATION
2-5-1, Kasama, Sakae-ku, Yokohama-shi, Kanagawa, Japan

**NOTICE OF
THE 111th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The 111th Annual General Meeting of Shareholders of SHIBAURA MECHATRONICS CORPORATION (the “Company”) will be held for the purposes as described below.

Recently, the Japanese government and prefectural governors have requested that people stay home in order to prevent the spread of the novel coronavirus (COVID-19) infection. In due consideration of these circumstances, the Company has decided to hold the meeting while implementing appropriate measures to prevent the spread of infection.

However, in light of preventing the spread of infection, and from the perspective of everyone’s health and safety, the Company strongly requests that shareholders exercise their voting rights in writing or via the Internet, etc. in advance as much as possible, and refrain from attending the General Meeting of Shareholders, regardless of their current physical condition.

If you can exercise your voting rights in advance, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. on Tuesday, June 23, 2020, Japan time.

1. Date and Time: Wednesday, June 24, 2020 at 10:00 a.m. Japan time

2. Place: Conference room at the Company located at
2-5-1, Kasama, Sakae-ku, Yokohama-shi, Kanagawa, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 111th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 111th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Election of 6 Directors
Proposal 2: Election of 1 Substitute Corporate Auditor
Proposal 3: Payment of Bonuses to Officers
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- ◎ **When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.**
- ◎ **In the event that any modification is required of the Notice, it will be disclosed immediately on the Company's website (<http://www.shibaura.co.jp/>).**
- ◎ **Please note that details of the resolutions of this General Meeting of Shareholders will be posted on the above website after the meeting is concluded.**

At the 111th Annual General Meeting of Shareholders, to prevent the spread of COVID-19 and secure the health and safety of our shareholders, we would like to inform all shareholders of the following details. We appreciate the understanding and cooperation of our shareholders in this matter.

<Request to shareholders>

- For this year's General Meeting of Shareholders, in light of preventing the spread of infection, and from the perspective of our shareholder's health and safety, the Company requests once again that shareholders exercise your voting rights in writing or via the Internet, etc. as much as possible, and refrain from attending the General Meeting of Shareholders.

< Notices for attending the General Meeting >

- We will arrange enough distance between seats, and the number of available seats will be significantly reduced in this year's General Meeting of Shareholders compared to past years. Therefore, to ascertain the number of shareholders who will be attending in advance, **we request that shareholders who are attending, register on our website (<https://www.shibaura.co.jp/ir/general.html>) by 5:00 p.m. on Tuesday, June 23, 2020, Japan time.**
- Please bring and wear a face mask.
- Those who have been abroad within the past 14 days and are showing symptoms of possible infection of COVID-19 (fever, cough, fatigue, difficulty in breathing, taste/smell disorder, etc.), or have been in close contact with someone with COVID-19, may be refused admission. We request that shareholders whom this is applicable to, report this information to the staff at the reception desk. Additionally, temperatures will be taken when entering the venue.
- The measures listed above may change depending on factors such as the status of the spread of infection leading up to the date of the General Meeting of Shareholders and the content of announcements by the Japanese government. Please check the information posted on our website following any relevant developments.

< Measures to prevent the spread of infection on the day of the meeting >

- Alcohol-based disinfectants will be available near the reception desk.
- Presiding officers, including the chairperson, and organizing staff members will wear face masks during the meeting after their confirmation of own physical condition including taking their temperature.
- From the perspective of preventing the spread of infection and ensuring business continuity for the Company, there is a possibility that only some officers of the Company will be in attendance.
- We kindly ask for your understanding that we will not:
 - 1) arrange waiting rooms for shareholders and provide beverages
 - 2) hold social gathering with shareholders that was scheduled for after the meeting

It has also been decided to forgo the distribution of souvenirs to our shareholders.
We thank you in advance for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 6 Directors

The terms of office of all 7 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of 6 Directors, decreasing the number of Directors by 1 in order to streamline the management structure.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Shigeki Fujita [Reappointment]	Representative Director, President and Chief Executive Officer
2	Yoshitsugu Ogawa [Reappointment]	Director and Executive Vice President Executive General Manager of Mechatronics System Division
3	Keigo Imamura [Reappointment]	Director and Senior Vice President Executive General Manager of Fine Mechatronics Division
4	Kenichi Ikeda [Reappointment]	Director and Senior Vice President Chief Financial Officer Executive General Manager of Corporate Management Division
5	Tomoko Inaba [Reappointment] [Outside] [Independent]	Director
6	Yuichiro Takada [Reappointment] [Outside] [Independent]	Director

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
1	Shigeki Fujita (September 17, 1958)	<p>April 1982 Joined Toshiba Corporation</p> <p>August 1996 Joined the Company</p> <p>October 2000 General Manager of Technology Department, Fine Mechatronics Division</p> <p>October 2002 General Manager in charge of Wet Process Equipment Department, YOKOHAMA Operations</p> <p>April 2006 General Manager of Wet Process Equipment Department, YOKOHAMA Operations</p> <p>April 2007 Executive General Manager of Fine Mechatronics Division</p> <p>June 2008 Director, Executive General Manager of Fine Mechatronics Division</p> <p>June 2009 Managing Director, Executive General Manager of Fine Mechatronics Division</p> <p>June 2014 Representative Director and President</p> <p>June 2017 Representative Director, President and Chief Executive Officer</p> <p>To present</p>		62
<p>[Reason for nomination]</p> <p>The term of office of Mr. Shigeki Fujita as the Company's Director will be 12 years and the term of office as the Company's Representative Director will be six years at the conclusion of this General Meeting of Shareholders. Mr. Shigeki Fujita assumed the position of Representative Director, President and Chief Executive Officer of the Company, and has served as the chief operating officer of the Company and the Group. He is directing and supervising corporate management appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.</p>				
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
2	Yoshitsugu Ogawa (August 27, 1960)	<p>April 1985 Joined Toshiba Corporation</p> <p>August 1996 Joined the Company</p> <p>April 2010 Deputy Executive General Manager of Fine Mechatronics Division</p> <p>June 2011 Director, Deputy Executive General Manager of Fine Mechatronics Division</p> <p>June 2014 Managing Director, Deputy Executive General Manager of Fine Mechatronics Division</p> <p>April 2015 Managing Director, Executive General Manager of Mechatronics System Division</p> <p>June 2017 Director and Senior Vice President, Executive General Manager of Mechatronics System Division</p> <p>June 2018 Director and Executive Vice President, Executive General Manager of Mechatronics System Division</p> <p>To present</p>		37
<p>[Reason for nomination]</p> <p>The term of office of Mr. Yoshitsugu Ogawa as the Company's Director will be nine years at the conclusion of this General Meeting of Shareholders. Mr. Yoshitsugu Ogawa has ample management experience as the Company's Director. Currently, he is serving as the operating officer for business operations in the position of Executive General Manager of Mechatronics System Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
3	Keigo Imamura (September 30, 1962)	April 1985 Joined Toshiba Corporation August 1996 Joined the Company April 2011 Deputy Executive General Manager of Production & Procurement Division and General Manager in charge of Mechatronics System Equipment June 2014 Director, Executive General Manager of Production & Procurement Division January 2015 Director, Executive General Manager of Production & Procurement Division and General Manager in charge of Fine Mechatronics Equipment, Fine Mechatronics Division June 2017 Senior Vice President, Deputy Executive General Manager of Fine Mechatronics Division June 2019 Director and Senior Vice President, Executive General Manager of Fine Mechatronics Division To present		28
[Reason for nomination] The term of office of Mr. Keigo Imamura as the Company's Director will be one year at the conclusion of this General Meeting of Shareholders. Mr. Keigo Imamura has management experience as the Company's Director. Currently, he is serving as the operating officer for business operations in the position of Executive General Manager of Fine Mechatronics Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.				
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held (hundred shares)
4	Kenichi Ikeda (February 13, 1963)	April 1985 Joined Toshiba Corporation May 2001 Assistant to General Manager of Accounting Department, Semiconductor Company, Toshiba Corporation May 2006 Counselor of Public Relations Office Group (in charge of IR), Toshiba Corporation May 2009 Assistant to General Manager of Accounting Department, Semiconductor Company, Toshiba Corporation June 2012 Group Leader of Management Audit Group (in charge of Management Audit Division 4), Toshiba Corporation April 2015 Assistant to President of Electric Power System Company, Toshiba Corporation July 2017 Deputy Executive General Manager of Corporate Management Division, the Company October 2017 Vice President, Deputy Executive General Manager of Corporate Management Division June 2018 Director and Vice President, Chief Financial Officer, Executive General Manager of Corporate Management Division June 2019 Director and Senior Vice President, Chief Financial Officer, Executive General Manager of Corporate Management Division To present [Significant concurrent positions] Joint Representative Director, SHIBAURA MECHATRONICS KOREA CO., LTD.		16
[Reason for nomination] The term of office of Mr. Kenichi Ikeda as the Company's Director will be two years at the conclusion of this General Meeting of Shareholders. Mr. Kenichi Ikeda has management experience as the Company's Director. Currently, he is serving as the operating officer in the fields of corporate planning, accounting, and finance in the position of Executive General Manager of Corporate Management Division, and conducting business execution and management oversight appropriately. The Company nominated him as a candidate for Director because it believes that he is qualified to continue serving as Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held (hundred shares)
5	Tomoko Inaba (July 22, 1966)	<p>April 1996 Registered as an attorney (Daini Tokyo Bar Association) Joined Hikari Sogoh Law Offices</p> <p>January 2002 Joined Tanso & Yamamoto (currently InfoTech Law Offices)</p> <p>June 2013 Established SHOU LAW OFFICE</p> <p>October 2013 Registered as a patent attorney</p> <p>June 2015 Outside Director, the Company</p> <p>August 2017 Joined TATSUMURA LAW OFFICE</p> <p>To present</p>	—
<p>[Reason for nomination]</p> <p>The term of office of Ms. Tomoko Inaba as the Company's Outside Director will be five years at the conclusion of this General Meeting of Shareholders. Although Ms. Tomoko Inaba has no experience in being directly involved in corporate management, she leverages her experience and knowledge as an attorney to conduct management oversight and important decision-making. The Company nominated her as a candidate for Outside Director because it believes that she is qualified to continue serving as Outside Director.</p>			
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held (hundred shares)
6	Yuichiro Takada (August 8, 1954)	<p>April 1978 Joined Mitsui Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2008 Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>October 2009 Director and Vice President, Nikko Cordial Corporation (currently SMBC Nikko Securities Inc.)</p> <p>April 2012 Chairman and Representative Director, Sakura Information Systems Co., Ltd.</p> <p>June 2016 Outside Auditor, TAKAOKA TOKO CO., LTD.</p> <p>June 2018 Outside Director, the Company</p> <p>To present</p> <p>[Significant concurrent positions]</p> <p>Outside Auditor, TAKAOKA TOKO CO., LTD.</p>	—
<p>[Reason for nomination]</p> <p>The term of office of Mr. Yuichiro Takada as the Company's Outside Director will be two years at the conclusion of this General Meeting of Shareholders. Having assumed important positions such as representative director at other companies, he has ample management experience, and leverages his experience and knowledge to conduct management oversight and important decision-making. The Company nominated him as a candidate for Outside Director because it believes that he is qualified to continue serving as Outside Director.</p>			

(Notes)

1. There are no special interests between the candidates and the Company.
2. The number of shares of the Company held by each candidate includes shares held through Shibaura Mechatronics Officers' Shareholding Association.
3. Ms. Tomoko Inaba and Mr. Yuichiro Takada are candidates for Outside Director.
4. Ms. Tomoko Inaba and Mr. Yuichiro Takada are Independent Directors prescribed by the provisions of the Tokyo Stock Exchange. If they assume office as Outside Directors, they will continue their role as Independent Directors.
5. With the expectation that Outside Directors can fully fulfill their roles, the Company has entered into an agreement with current Outside Directors, namely Ms. Tomoko Inaba and Mr. Yuichiro Takada, to limit their liability for payment of damages to the Company to the amount stipulated by laws and regulations. If they assume office as Outside Directors, the Company plans to continue the said liability limitation agreement with them.

Proposal 2: Election of 1 Substitute Corporate Auditor

In order to prepare for a contingency in which the number of Corporate Auditors falls short of the number stipulated in laws and regulations, the Company proposes the election of 1 Substitute Corporate Auditor in advance.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held (hundred shares)
Junichi Kanda (April 7, 1946)	<p>April 1970 Joined Toshiba Corporation</p> <p>June 1993 Director and General Manager of General Affairs Department, Toshiba Kyushu Lifestyle-Electronics Corporation</p> <p>November 1997 General Manager of General Affairs Department, Chubu Branch Office, Toshiba Corporation</p> <p>June 1999 Director and General Manager of General Affairs Department, TERM Corp.</p> <p>June 2003 President and CEO, Toshiba Security Guard Corporation</p> <p>June 2007 Outside Corporate Auditor, the Company</p> <p>June 2009 Retired from the position of Outside Corporate Auditor</p> <p>June 2016 Substitute Corporate Auditor</p> <p>To present</p>	—
<p>[Reason for nomination]</p> <p>Mr. Junichi Kanda served as the Company's Outside Corporate Auditor for two years from June 2007 to June 2009. Taking his past activities and achievements into consideration, the Company nominated him as a candidate for Outside Corporate Auditor because it believes that he is qualified to serve as Outside Corporate Auditor.</p>		

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Junichi Kanda is a candidate for Outside Corporate Auditor.
3. With the expectation that Outside Corporate Auditors can fully fulfill their roles, the Company has entered into an agreement with current Outside Corporate Auditors, namely Mr. Kazumasa Uchida and Mr. Hiroyuki Matsumoto, to limit their liability for payment of damages to the Company to the amount stipulated by laws and regulations. If Mr. Junichi Kanda assumes office as Outside Corporate Auditor, the Company plans to enter into the said liability limitation agreement with him.

Proposal 3: Payment of Bonuses to Officers

Taking into consideration the performance of the current term, among other factors, the Company proposes to pay bonuses at the total amount of ¥22,100 thousand (¥20,740 thousand for Directors and ¥1,360 thousand for Corporate Auditors) to 6 Directors (excluding Outside Directors) and 1 Corporate Auditor (excluding Outside Corporate Auditors) who have served during the fiscal year under review.

The Company requests that decisions on specific amounts, timing and method of payment, etc., for Directors be left to deliberation by the Board of Directors, and those for Corporate Auditors be left to deliberation by Corporate Auditors.

(Note) The number of persons to receiving the bonuses includes 1 Director who retired from office at the conclusion of the 110th Annual General Meeting of Shareholders held on June 21, 2019.