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Securities code: 6844

June 11, 2020

To our shareholders

2-2-1, Ohtemachi, Chiyoda-ku, Tokyo, Japan

Shindengen Electric Manufacturing Co., Ltd.

Yoshinori Suzuki, President

Notice of the 96th Ordinary General Meeting of Shareholders

We would like to express our heartfelt appreciation for your long-standing patronage of Shindengen Electric Manufacturing Co., Ltd.

We hereby notify you that the 96th Ordinary General Meeting of Shareholders of Shindengen Electric Manufacturing Co., Ltd. will be held as stated below.

This year, in order to help prevent the spread of COVID-19 and to ensure the safety and peace of mind of our shareholders, we ask that shareholders consider refraining from attending the meeting in person, regardless of individual health conditions.

Please note however, that even if not attending the meeting in person, you can still exercise your voting rights in writing or by electromagnetic means (the Internet etc.), so we ask that shareholders take full advantage of these options. After reading the shareholder meeting reference documents below, please submit your voting instructions by no later than 5:10 p.m. on Thursday June 25, 2020 in accordance with the “Instructions concerning the exercising of voting rights” provided on page 3.

Regards

Notice of Meeting

1. **Date and time:** Friday, June 26, 2020, 10:00 a.m.
2. **Place:** Hotel Heritage HANNO sta., Heritage Hall (6th floor)
11-21 Nakacho, Hanno, Saitama, Japan
3. **Agenda**
 - Reports:**
 1. Business report, consolidated financial statements, and consolidated financial statement audit reports by the accounting auditors and the Board of Corporate Auditors for the 97th fiscal year (from April 1, 2019 to March 31, 2020)
 2. Non-consolidated financial statements for the 97th fiscal year (from April 1, 2019 to March 31, 2020)
 - Resolutions:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Six (6) Directors
 - Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

4. Decisions concerning the convocation of the Meeting

Please refer to “Instructions concerning the exercising of voting rights” on the next page.

If you plan to attend the Meeting, please bring the enclosed voting card with you and present it at the reception desk at the Meeting.

If revisions are made to any of the reference documents for shareholders, business reports, financial statements, and consolidated financial statements, said revisions will be posted on our website at (<https://www.shindengen.co.jp/ir/>).

Instructions concerning the exercising of voting rights

Voting rights may be exercised in the following three ways.

If attending the General Meeting of Shareholders

Please bring the voting card with you and present it at the reception desk at the Meeting. (Your personal seal is not necessary.)

Date and time: 10:00 a.m. on Friday, June 26, 2020

Place: Hotel Heritage HANNO sta., Heritage Hall (6th floor)

If exercising voting rights by post

Please indicate your answers to the proposals on the enclosed voting card and send the card by post. You need not affix any postage.

Exercise deadline: Receipt by 5:10 p.m. on Thursday, June 25, 2020

If exercising voting rights via the Internet

Access the voting website (<https://evote.tr.mufg.jp/>) via personal computer, smartphone or mobile phone. Enter the login ID and temporary password shown on the enclosed voting card, and enter your answer according to the instructions on the screen.

Exercise deadline: Until 5:10 p.m. on Thursday, June 25, 2020

(1) In the case of voting twice via mail (voting card) and via the Internet

Please take note that if you vote twice via mail (voting card) and via the Internet, the vote that you gave via the Internet will be taken as an effective vote.

(2) In the case of voting via the Internet more than once

If you vote via the Internet more than once, the last vote you give will be taken as an effective vote.

(3) Procedures for voting via the Internet

When voting via the Internet, please confirm the following points before doing so.

If you plan to attend the Meeting on the day, you do not have to complete the procedures for voting via mail (voting card) or via the Internet.

Method for voting via the Internet

- (i) On the voting website (<https://evote.tr.mufg.jp/>), use the login ID and temporary password written on your voting card, and enter your answers according to the instructions on the screen.
- (ii) Please be aware that the site will ask you to change your temporary password in order to prevent other people from hacking your account or falsifying your vote.
- (iii) You will be provided with a new login ID and temporary password each time a General Meeting of Shareholders is convened.

Expenses incurred when accessing the voting site

All expenses incurred when accessing the voting site (fee for Internet connection, etc.) shall be borne by the shareholders. And expenses incurred when accessing the voting site via mobile phones, etc. (packet communication fees, etc.) shall be borne by the shareholders.

Platform for electronic voting

Nominee shareholders (including standing proxies) such as trust management banks may apply in advance to use the platform for electronic voting operated by the ICJ Inc., a joint venture company established by the Tokyo Stock Exchange, Inc., and others. In such a case, the shareholders can use the ICJ platform to vote at the General Meeting of Shareholders in addition to the Internet and other methods mentioned above.

<p>All inquiries regarding the computing system, etc. should be addressed to: Corporate Agency Division (Help Desk) Mitsubishi UFJ Trust and Banking Corporation Phone: 0120-173-027 (09:00–21:00, toll-free)</p>

Reference Documents for Shareholders Meeting

Proposal 1: Appropriation of Surplus

The Company desires to appropriate the surplus in the following manner.

Matters concerning the year-end dividend.

The Company regards the return of profits to shareholders as one of management's important tasks and makes it our basic policy to determine the distribution of profits by taking into account in a general manner the internal reserve to maintain and strengthen its competitiveness in the industry, the level of the return on equity, the performance or the like. The Company desires to declare the year-end dividend of the current term in the following manner.

(1) Type of dividend property

Cash

(2) Matter concerning the assignment of the dividend property and its total amount

The sum of 62.50 yen per one common share of the Company

The total amount shall be 643,860,250 yen.

(3) The day on which the distribution of dividend of surplus shall take effect:

June 29, 2020

Proposal 2: Election of Six (6) Directors

The term of office of all of the six Directors will expire upon conclusion of this Ordinary General Meeting of Shareholders. It is therefore requested that six Directors be elected from the candidates listed below.

Candi-date No.	Name	Positions, tasks and responsibilities at the Company	Category
1	Yoshinori Suzuki	President	Reappointment
2	Yasumi Negishi	Director (Senior Executive Officer) In Charge of Corporate Departments	Reappointment
3	Kenji Horiguchi	Director (Executive Officer) Factory Director In Charge of Magnetic Components, Environments, ISO Promotion Office	Reappointment
4	Nobuyoshi Tanaka	Director (Executive Officer) In Charge of Sales Departments, CSR Promotion Office	Reappointment
5	Ichiro Yamada	Director	Reappointment Outside Independent
6	Hideyuki Hashimoto	Director	Reappointment Outside Independent
Reappointment Candidate for reappointment as Director			
Outside Candidate for Outside Director			
Independent Independent Director pursuant to the rules specified by the stock exchange and others			

Candi-date No.	Name (Date of birth)	Brief background description, positions/tasks at the Company (Situation of important concurrent posts, if any)	No. of the Company's shares held by the candidate
1	Yoshinori Suzuki (May 21, 1957) Reappointment	<p>April 1982 Joined the Company</p> <p>March 1996 Managing Director, Shindengen Singapore Pte Ltd.</p> <p>April 1999 Department Manager, Device Overseas Sales Dept., Semiconductor Div., Electronic Device Div. Group</p> <p>April 2000 Department Manager, Device Overseas Sales Dept., Sales Div., Electronic Device Div. Group</p> <p>April 2002 Department Manager, Sales Planning Dept., Sales Div., Electronic Device Div. Group</p> <p>April 2003 Department Manager, Marketing Dept. II, Consumer Electronics Sales Div., Electronic Device Div. Group</p> <p>April 2005 Branch Manager, Osaka Branch, Area Sales Management Div., Sales Div. Group</p> <p>April 2006 Branch Manager, Osaka Branch, Area Sales Div., Electronic Device Sales Div. Group</p> <p>April 2007 General Manager, Electronic Device Sales Div., the Electronic Device Div. Group</p> <p>June 2008 Officer, Deputy Division Director, Electronic Device Div. Group and General Manager, Electronic Device Sales Div., Electronic Device Div. Group</p> <p>February 2009 Officer, Corporate Planning Group</p> <p>June 2009 Director and Officer, Corporate Planning Group</p> <p>June 2012 Director and Officer, In charge of Overseas and Area Sales</p> <p>April 2013 Director and Officer, Division Director, Sales Division Group</p> <p>June 2013 Director and Officer, In charge of Sales and Car Electrics</p> <p>June 2014 Director and Senior Officer, In charge of Sales and Car Electrics</p> <p>April 2015 Director and Senior Officer, President, Shindengen Device Commerce Co., Ltd.</p> <p>June 2015 Director and Senior Officer, In charge of structural reform President, Shindengen Device Commerce Co., Ltd.</p> <p>April 2016 President (current position)</p>	6,475 common shares
Significant concurrent positions:			
Not applicable			
Reasons for nomination as candidate:			
Having been taking the leadership of domestic and overseas sales departments for many years, Mr. Yoshinori Suzuki has a great deal of business experience and excellent credentials as a business person. In addition, he has been serving as President since April 2016 after he had served as Director of the Corporate Planning Group as well as served as a Director and Officer. In his capacity as the President, he has been appropriately exercising control and supervision over the Company's business. We therefore anticipate that he is well-qualified for a leader who is responsible for enhancing the Company's value in a sustainable manner, and he has been nominated as candidate for a Director for the following term.			
Special-interest relationships:			
No special-interest relationships exist between Mr. Yoshinori Suzuki and the Company.			

Candi-date No.	Name (Date of birth)	Brief background description, positions/tasks at the Company (Situation of important concurrent posts, if any)	No. of the Company's shares held by the candidate
2	Yasumi Negishi (October 8, 1958) Reappointment	<p>April 1982 Joined the Company</p> <p>November 2004 Department Manager, Finance Dept.</p> <p>February 2009 Department Manager, Personnel Dept.</p> <p>April 2009 Department Manager, Personnel Dept. and Learning Center</p> <p>June 2012 Director and Officer, Corporate Planning Group, In charge of Personnel, Administration and Learning Center</p> <p>October 2012 Director and Officer, Corporate Planning Group In charge of Personnel, Administration and Human Resources Development</p> <p>June 2015 Director and Senior Officer, Corporate Planning Group In charge of Personnel, Administration and Human Resources Development</p> <p>July 2015 Director and Senior Officer, Corporate Planning Group In charge of Personnel, Administration and Human Resources Development.</p> <p>April 2016 President, Shindengen Enterprise Co., Ltd. Director and Executive Officer, Corporate Planning Group In charge of accounting and administration departments</p> <p>April 2017 Director and Executive Officer, Corporate Planning Group In Charge of Administration Departments</p> <p>April 2018 Director and Senior Executive Officer , Corporate Planning Group In Charge of Administration Departments</p> <p>April 2020 Director and Senior Executive Officer (current position) In Charge of Corporate Departments (current position)</p>	4,216 common shares
<p>Significant concurrent positions: Not applicable</p>			
<p>Reasons for nomination as candidate: Having been taking the leadership of administration departments for many years, Mr. Yasumi Negishi has wide business experience in accounting, personnel affairs, general affairs, business planning and others, as well as in-depth knowledge of business. Furthermore, he has been acting as Director since June 2012 and has been appropriately overseeing management of the Company. In view of this, the Company recognizes him as an indispensable person for management of the Company; therefore, the Company has continued to choose him as a candidate for the position of Director.</p>			
<p>Special-interest relationships: No special-interest relationships exist between Mr. Yasumi Negishi and the Company.</p>			

Candi-date No.	Name (Date of birth)	Brief background description, positions/tasks at the Company (Situation of important concurrent posts, if any)	No. of the Company's shares held by the candidate
3	<p data-bbox="308 987 488 1048">Kenji Horiguchi (November 16, 1959)</p> <p data-bbox="327 1070 469 1093">Reappointment</p>	<p data-bbox="515 383 1265 1697"> April 1983 Joined the Company April 2000 Department Manager, Device Design Dept., Advanced Power Products Div., Advanced Power Products Div. Group October 2003 Associate General Manager, Advanced Power Products Div., Electronic Device Div. Group; Department Manager, Design Dept., Advanced Power Products Div., Electronic Device Div. Group April 2005 General Manager, Advanced Power Products Div., Electronic Device Div. Group; Department Manager, Design Dept., Advanced Power Products Div., Electronic Device Div. Group April 2006 General Manager, Advanced Power Products Div., Electronic Device Div. Group April 2008 General Manager, IC Development Center, Technology & Development Div. Group April 2009 Deputy Division Director, Technology & Development Center June 2010 Officer President, Higashine Shindengen Co., Ltd. June 2012 Officer President, Higashine Shindengen Co., Ltd.; In Charge of Shindengen group Productivity Innovation System (SPIS) Project March 2013 Officer President, Higashine Shindengen Co., Ltd.; General Manager, SPIS Project; In Charge of SPIS Project April 2013 Officer President, Higashine Shindengen Co., Ltd. June 2013 Director and Officer; In Charge of Technology, Production, Quality, Intellectual Property and Power Module Products June 2014 Director and Officer; General Manager, Technology & Development Center; In Charge of Technology, Production, Quality, Intellectual Property and Power Module Products June 2015 Director and Officer; In Charge of Technology, Production and Quality April 2016 Director and Senior Officer; In Charge of Technology, Production and Quality April 2017 Director and Senior Officer Factory Director; In Charge of Structural Reform, Materials, Distribution, Magnetic Components April 2018 Director and Executive Officer; Factory Director; In Charge of Structural Reform, Materials, Distribution, Magnetic Components April 2019 Director and Executive Officer; Factory Director; In Charge of Structural Reform, Magnetic Components April 2020 Director and Executive Officer; (current position) Factory Director; (current position) In Charge of Magnetic Components, Environments, ISO Promotion Office (current position) </p>	<p data-bbox="1342 999 1423 1077">3,354 common shares</p>
<p data-bbox="296 1709 596 1731">Significant concurrent positions:</p> <p data-bbox="296 1742 424 1765">Not applicable</p>			
<p data-bbox="296 1787 643 1809">Reasons for nomination as candidate:</p> <p data-bbox="296 1821 1414 1910">Mr. Kenji Horiguchi has been mainly engaged in the Design, Production and Quality Management departments and has great insight and plenty of experience in those fields. Furthermore, he has been acting as Director since June 2013 and has been appropriately overseeing management of the Company. In view of this, the Company recognizes him as an indispensable person for management of the Company; therefore, the Company has continued to choose him as a candidate for the position of Director.</p>			
<p data-bbox="296 1933 571 1955">Special-interest relationships:</p> <p data-bbox="296 1966 1038 1989">No special-interest relationships exist between Mr. Kenji Horiguchi and the Company.</p>			

Candi-date No.	Name (Date of birth)	Brief background description, positions/tasks at the Company (Situation of important concurrent posts, if any)	No. of the Company's shares held by the candidate
4	Nobuyoshi Tanaka (July 20, 1961) Reappointment	April 1985 Joined the Company October 2006 Department Manager, Planning Dept., Corporate Planning Group April 2010 Department Manager, Administration Dept., Electronic Device Management Div., Electronic Device Div. Group July 2010 General Manager, Electronic Device Management Div., Electronic Device Div. Group June 2011 Officer; Division Director, Electronic Device Div. Group June 2015 Officer; Division Director, Electronic Device Div. Group; Division Director, Sales Div. Group April 2016 Senior Officer; Division Director, Electronic Device Div. Group; Division Director, Sales Div. Group Reappointment April 2017 Senior Officer; Division Director, Sales Div. Group; In Charge of Electric Vehicle Project June 2017 Director and Senior Officer; Division Director, Sales Div. Group; In Charge of Electric Vehicle Project April 2018 Director and Executive Officer; Division Director, Sales Div. Group; In Charge of Electric Vehicle Project April 2020 Director and Executive Officer (current position); In Charge of Sales Departments, CSR Promotion Office (current position)	3,325 common shares
Significant concurrent positions: Not applicable			
Reasons for nomination as candidate: Mr. Nobuyoshi Tanaka has been engaged in the Sales departments inside and outside Japan. He has broad business experience and great insight, leading the Corporate Planning Group and the Electronic Device Div. Group. Furthermore, he has been as Director since June 2017 and has been appropriately overseeing management of the Company. In view of this, the Company recognizes his experience and knowledge to be indispensable for sustainable improvement in the corporate value; therefore, the Company has chosen him as a candidate for the position of Director.			
Special-interest relationships: No special-interest relationships exist between Mr. Nobuyoshi Tanaka and the Company.			

Candi-date No.	Name (Date of birth)	Brief background description, positions/tasks at the Company (Situation of important concurrent posts, if any)	No. of the Company's shares held by the candidate
5	Ichiro Yamada (August 1, 1949) Reappointment Outside Independent	April 1974	Joined Musashino Electrical Communication Laboratories, Nippon Telegraph and Telephone Public Corporation
		September 1985	Doctor of Engineering, The University of Tokyo
		January 1993	Deputy Executive Manager, Technology Information, Technology Research Department, Nippon Telegraph and Telephone Corporation
		February 1995	Executive Manager, Telecommunications Energy Laboratory, NTT Interdisciplinary Research Laboratories, Nippon Telegraph and Telephone Corporation
		January 1999	Executive Manager, Energy Systems Laboratory, NTT Telecommunications Energy Laboratories, Nippon Telegraph and Telephone Corporation
		July 2000	Director, NTT Lifestyle and Environmental Technology Laboratories, Nippon Telegraph and Telephone Corporation
		July 2002	Professor, School of Engineering, The University of Tokyo
		May 2009	Vice President (Director General, Division for Environment, Health and Safety), The University of Tokyo
		April 2012	Professor, Graduate School of Frontier Sciences, The University of Tokyo
		June 2014	Director of the Company (current position)
June 2015	Professor Emeritus, The University of Tokyo (current position)		
June 2019	Outside Director, Mimaki Engineering Co., Ltd.(current position)		
Significant concurrent positions: Professor Emeritus, The University of Tokyo			704 common shares
Reasons for nomination as candidate: As a university professor, Mr. Ichiro Yamada has filled various important posts. The Company has continued to choose him as a candidate for the position of Outside Director with expectations that he will guide and advise on management of the Company using his specialized knowledge and a wealth of experience. Mr. Ichiro Yamada's term of office as Outside Director will be 4 years as of the conclusion of this General Meeting. The Company has registered Mr. Ichiro Yamada as an Independent Director with the Tokyo Stock Exchange, Inc., pursuant to the rules specified by the exchange. The Company plans to continue appointing him as an Independent Director if he is reappointed.			
Special-interest relationships: No special-interest relationships exist between Mr. Ichiro Yamada and the Company.			
Limited liability agreement: The Company has entered into an agreement with Mr. Ichiro Yamada pursuant to Article 427, Paragraph 1 of the Companies Act to limit the amount of the liability for damages prescribed in Article 423, Paragraph 1 of the same law. The limit of the liability for damages in this agreement is in line with the amount stipulated by laws and regulations. The Company plans to extend said agreement with him if his reappointment is approved at the General Meeting.			

Candi-date No.	Name (Date of birth)	Brief background description, positions/tasks at the Company (Situation of important concurrent posts, if any)	No. of the Company's shares held by the candidate
6	Hideyuki Hashimoto (January 25, 1964) Reappointment Outside Independent	October 1991 Joined Chuo Shinkou Audit Corporation	0 common shares
		April 1995 Registered as a certified public accountant	
		January 2000 Opened Hashimoto Public Accounting Office	
		April 2000 Registered as a certified tax accountant	
		May 2007 Joined BDO Toyo & Co.	
		June 2014 Senior Partner, BDO Toyo & Co. (current position)	
		June 2015 Director of the Company (current position)	
		October 2019 Outside Director, Silver Life Co., Ltd.(current position)	
		Significant concurrent positions: Certified public accountant, certified tax accountant	
		Reasons for nomination as candidate: Mr. Hideyuki Hashimoto has specialized knowledge and a wealth of experience as both a certified public accountant and a certified tax accountant. The Company has continued to choose him as a candidate for the position of Outside Director with expectations that he will provide useful advice on management of the Company. Mr. Hideyuki Hashimoto's term of office as Outside Director will be 3 years as of the conclusion of this General Meeting. The Company has registered Mr. Hideyuki Hashimoto as an Independent Director with the Tokyo Stock Exchange, Inc., pursuant to the rules specified by the exchange. The Company plans to continue appointing him as an Independent Director if he is reappointed.	
		Special-interest relationships: No special-interest relationships exist between Mr. Hideyuki Hashimoto and the Company.	
		Limited liability agreement: The Company has entered into an agreement with Mr. Hideyuki Hashimoto pursuant to Article 427, Paragraph 1 of the Companies Act to limit the amount of the liability for damages prescribed in Article 423, Paragraph 1 of the same law. The limit of the liability for damages in this agreement is in line with the amount stipulated by laws and regulations. The Company plans to extend said agreement with him if his reappointment is approved at the General Meeting.	

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes that one person be elected as Substitute Audit & Supervisory Board Member in case the Company should face a shortfall in the number of Audit & Supervisory Board Members stipulated by laws and regulations.

This proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for the position of Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Brief Personal History, Positions at the Company and Important Concurrent Positions	Number of the Company's Shares Held	
Shoji Chiba (June 25, 1965)	April 1988 Joined the Company April 2010 Department Manager, Planning Dept. April 2014 Department Manager, Finance Dept. April 2020 Officer (current position) Department Manager, Administration Dept. (current position) Department Manager, Legal Dept. (current position)	1,152 common shares	
	Significant concurrent positions: Not applicable		
	Special-interest relationships: No special-interest relationships exist between Mr. Shoji Chiba and the Company.		