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(Stock Exchange Code 6436)  
June 8, 2015

**To Shareholders with Voting Rights:**

Izumi Nakajima  
President & Representative Director  
Amano Corporation  
275 Mamedocho, Kohoku-ku, Yokohama

**NOTICE OF  
THE 99TH ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

You are cordially invited to attend the 99th Annual Shareholders Meeting of Amano Corporation (the “Company”). The meeting will be held for the purposes as described below.

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 Shareholders Meeting, and exercise your voting rights by 5:00 p.m. on Thursday, June 25, 2015, Japan time.

- 1. Date and Time:** Friday, June 26, 2015 at 10:00 a.m. Japan time
- 2. Place:** Conference room at the Company located at  
275 Mamedocho, Kohoku-ku, Yokohama
- 3. Meeting Agenda for the Shareholders Meeting:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company’s 99th Fiscal Year (April 1, 2014 - March 31, 2015) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 99th Fiscal Year (April 1, 2014 - March 31, 2015)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus Retained Earnings
- Proposal 2:** Election of Ten Directors
- Proposal 3:** Election of Two Audit & Supervisory Board Members
- Proposal 4:** Election of One Substitute Audit & Supervisory Board Member

**4. Guidance on Exercising Voting Rights, etc.**

- (1) If you wish to exercise your voting rights in writing, please indicate approval or disapproval on the enclosed voting rights exercise form, and return it so that it is received by 5:00 p.m., Thursday, June 25, 2015.
- (2) If you wish to exercise your voting rights via the Internet, please use the login ID and provisional password provided on the voting rights exercise form at the on-line voting website (<http://www.evotep.jp/>), follow the instructions and indicate approval or disapproval by 5:00 p.m., Thursday, June 25, 2015.
- (3) In the event of voting both by the voting rights exercise form and via on-line, the on-line voting shall be deemed effective and counted.
- (4) In the event of multiple voting on-line, your intention indicated by the last vote shall be deemed effective and counted. The same rule shall apply to multiple voting by the use of personal computer, smartphone and mobile phone.

When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk.

# Reference Documents for the Shareholders Meeting

## Proposals and References

### Proposal 1: Appropriation of Surplus Retained Earnings

The Company places great importance on its policy for dividend payments to its shareholders. Fundamental to this is its policy for the return of profit to shareholders, based on appropriate results-based distributions of profits.

Dividends shall be determined based on a payout ratio of at least 40% on a consolidated basis and, with a view to achieving a ratio of dividend to net assets of at least 2.5% at all times.

Year-end dividend

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and its total amount

We intend to pay a year-end dividend of JPY23.00 per common stock of the Company.

This shall equate to JPY1,761 million total dividend payment.

As a result, the annual dividend including the interim dividend shall amount to JPY38.00 per share, an year-on-year increase of JPY8.00.

(3) Effective date of allotment of surplus retained earnings

June 29, 2015

### Proposal 2: Election of Ten Directors

The terms of office of all nine Directors will expire at the conclusion of this year's Annual Shareholders Meeting. As such, the Company proposes election of ten Directors including one additional Outside Director, with a view to ensuring management transparency and further reinforcement of corporate governance.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, status, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Kaoru Haruta (September 26, 1951)	<p>April 1976      Joined the Company</p> <p>April 1999      General Manager of General Affairs and General Manager of Corporate Planning Office of the Company</p> <p>June 1999      Director of the Company</p> <p>April 2002      Managing Director of the Company</p> <p>April 2003      President &amp; Representative Director of the Company</p> <p>April 2011      Chairman &amp; Representative Director of the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>• Chairman &amp; Representative Director of Amano USA Holdings, Inc.</p>	153,200

No.	Name (Date of birth)	Career summary, status, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Izumi Nakajima (February 7, 1955)	<p>April 1978      Joined the Company</p> <p>March 1995     President &amp; Representative Director of Amano Time &amp; Air Singapore Pte., Ltd.</p> <p>April 1999     General Manager of Parking Business Unit of the Company</p> <p>June 2001     Director of the Company</p> <p>April 2005     Operating Officer and General Manager of Tokyo Sales &amp; Marketing Unit and General Manager of Tokyo Metropolitan Area Parking Business Unit of the Company</p> <p>June 2005     Retired as Director of the Company</p> <p>April 2008     Managing Operating Officer and General Manager of Corporate Strategy Planning Unit of the Company</p> <p>June 2009     Director of the Company</p> <p>April 2011     President &amp; Representative Director (current position)</p>	67,000
3	Minoru Koyama (September 12, 1954)	<p>April 1977      Joined the Company</p> <p>April 1999      General Manager of Yokohama Procurement of the Company</p> <p>June 2001      Director of the Company</p> <p>April 2004      Director and General Manager of General Affairs of the Company</p> <p>April 2005      Director &amp; Operating Officer of the Company</p> <p>April 2008      Director &amp; Managing Operating Officer of the Company (current position)</p> <p>April 2009      General Manager of General Affairs and Yokohama Factory &amp; Tsukui Factory and Shanghai Production Supervisory</p> <p>April 2011      Global Production Supervisory and Factory Operations Supervisory of the Company</p> <p>April 2013      Manufacturing Supervisory of the Company</p> <p>April 2014      Global Manufacturing Supervisory and Time Products Manufacturing Supervisory (current position)</p>	42,100
4	Hiroshi Shiraishi (December 22, 1955)	<p>April 1978      Joined the Company</p> <p>April 1997      General Manager of Sales &amp; Marketing Planning Unit of the Company</p> <p>April 2003      General Manager of General Planning Office of the Company</p> <p>June 2003      Director of the Company</p> <p>April 2005      Operating Officer of the Company</p> <p>June 2005      Retired as Director of the Company</p> <p>April 2007      General Manager of Sales &amp; Marketing Planning Unit of the Company</p> <p>April 2008      General Manager of Tokyo Metropolitan Sales &amp; Marketing Unit of the Company</p> <p>June 2009      Director of the Company (current position)</p> <p>April 2011      Managing Operating Officer of the Company (current position)</p> <p>April 2011      General Manager of Parking Business Unit of the Company</p> <p>April 2014      Business Supervisory of the Company</p> <p>April 2015      Corporate Administration Supervisory of the Company (current position)</p>	29,100

No.	Name (Date of birth)	Career summary, status, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Toru Ueno (July 20, 1954)	<p>April 1978      Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)  May 1994      Deputy General Manager of New York Branch of The Fuji Bank Limited</p> <p>July 2002      General Manager of Kitazawa Branch of Mizuho Bank, Ltd.  December 2006      Joined the Company</p> <p>April 2007      Operating Officer and Division Manager of Accounting Division of the Company</p> <p>April 2009      Deputy General Manager of Corporate Administration Unit of the Company</p> <p>April 2011      General Manager of Corporate Planning Unit of the Company (current position)</p> <p>June 2011      Director of the Company (current position)  June 2013      Director of CREO CO., LTD. (current position)  April 2014      Managing Operating Officer of the Company (current position)</p> <p>[Significant concurrent positions]  • Director of CREO CO., LTD.</p>	20,000
6	Isao Terasaki (December 18, 1954)	<p>April 1978      Joined the Company</p> <p>April 2002      General Manager of Chugoku and Shikoku Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2005      General Manager of Clean Systems Business Division of the Company</p> <p>April 2009      General Manager of Kinki Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2010      Operating Officer of the Company  April 2013      General Manager of Tokyo Metropolitan Sales &amp; Marketing Unit of the Company</p> <p>June 2013      Director of the Company (current position)  April 2014      Sales &amp; Marketing Supervisory of the Company  April 2015      Managing Operating Officer of the Company (current position)  April 2015      Sales &amp; Marketing Supervisory and Business Supervisory of the Company (current position)</p>	12,800
7	Takeshi Akagi (February 4, 1957)	<p>April 1979      Joined the Company  April 2007      General Manager of Time Products Development Unit of the Company</p> <p>April 2008      Operating Officer of the Company (current position)  April 2013      General Manager of Yokohama Factory of the Company  April 2014      General Manager of Sagami-hara Factory of the Company  June 2014      Director of the Company (current position)  April 2015      General Manager of R&amp;D Unit of the Company (current position)</p>	11,700
8	*Yasuhiro Sasaya (December 22, 1958)	<p>April 1981      Joined the Company  April 2003      General Manager of Kanto Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2007      General Manager of Kanagawa and Shizuoka Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2011      General Manager of Tohoku and Hokkaido Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2013      Operating Officer of the Company (current position)  April 2013      General Manager of Time Information Business Unit of the Company  April 2015      General Manager of Tokyo Metropolitan Sales &amp; Marketing Unit of the Company (current position)</p>	7,100

No.	Name (Date of birth)	Career summary, status, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Isao Kishi (March 30, 1942)	<p>March 1969 Registered as a certified public accountant</p> <p>January 1973 Opened Kishi Certified Public Accounts Office as General Manager (current position)</p> <p>June 1981 Established an Auditing firm Kyobashi Accounting Office (current Kyobashi Auditing Firm) as Representative Partner</p> <p>April 1994 Lecturer for Institute of Finance and Monetary Policy of the Ministry of Finance</p> <p>June 2004 Chairperson of The Japanese Institute of Certified Public Accountants, Kanagawa Chapter</p> <p>December 2004 Member of the Yokohama City Public University Evaluation Committee</p> <p>July 2007 Advisor of The Japanese Institute of Certified Public Accountants, Kanagawa Chapter (current position)</p> <p>November 2008 Member of the Evaluation Committee for Public Benefit Corporations of Sagamihara City (the Management Review Committee for Extra-governmental Organization of Sagamihara City) (current position)</p> <p>March 2011 Member of the Evaluation Committee for Large Scale Businesses of Sagamihara City (current position)</p> <p>June 2013 Director of the Company (current position)</p> <p>July 2013 Auditor of Kitasato Research Center for Environmental Science (current position)</p> <p>August 2014 Member of the Selection Committee for Nursing Home of Sagamihara City (current position)</p>	0
10	*Kiyoshi Kawashima (February 12, 1954)	<p>April 1979 Registered as an attorney at law (Daini Tokyo Bar Association )</p> <p>May 1984 KAWASHIMA &amp; KAWASHIMA (Yokohama Bar Association) (current position)</p> <p>April 1995 Practicing-attorney-professor for civil advocacy at the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>April 2004 Professor of Law School of Yokohama National University</p> <p>April 2011 Visiting Professor of the Open University of Japan (current position)</p> <p>June 2012 Director of FUJI FURUKAWA ENGINEERING &amp; CONSTRUCTION CO. LTD. (current position)</p> <p>November 2013 Administration Officer of Kanagawa Gakuen (current position)</p>	0

(\* indicates a new candidate for Director.)

- (Notes)
- There is no special interest between each candidate for Director and the Company.
  - Messrs. Isao Kishi and Kiyoshi Kawashima are candidates for Outside Directors.
  - The Company selected Mr. Isao Kishi as a candidate for Outside Director because he is expected to contribute to the management of the Company through capitalizing on his expertise and experience as a certified public accountant.  
Despite the absence of experience of having directly involved in company management except acting as Outside Director, he is believed to be capable enough to adequately perform his duties as Outside Director, given a wealth of knowledge concerning corporate management he built up in his capacity as a certified public accountant, as well as a member of various Evaluation Committees of official nature.
  - The Company selected Mr. Kiyoshi Kawashima as a candidate for Outside Director because he is expected to contribute to the management of the Company through capitalizing on his expertise and experience as an attorney at law.  
Despite the absence of experience of having directly involved in company management except acting as Outside Director, he is believed to be capable enough to adequately perform his duties as Outside Director, given a wealth of knowledge concerning corporate management he built up in his capacity as an attorney at law.
  - Mr. Isao Kishi will have served for two years as Outside Director of the Company at the conclusion of this Shareholders Meeting.
  - Mr. Isao Kishi has been registered to the Tokyo Stock Exchange as Independent Officer, in consideration of his independent standpoint unlikely to cause any conflict of interest with general shareholders. In the meantime, Mr. Kiyoshi Kawashima shall also be registered to the Tokyo Stock Exchange as Independent Officer.

7. Limited liability agreement with Outside Directors

The Company has entered into a limited liability agreement with Mr. Isao Kishi, in an effort to allow him to fully perform his expected role, and this agreement shall be renewed subject to the approval of his reappointment at this Shareholders Meeting. The Company is also scheduled to enter into a similar agreement with Mr. Kiyoshi Kawashima once his appointment is approved.

Outline of the aforementioned limited liability agreement is as follows.

Subject to the conclusion of this agreement, liability for damages for the purpose of Article 423, Paragraph 1 of the Companies Act to be incurred by Outside Director shall not exceed the minimum liability stipulated under Article 425, Paragraph 1 of the same Act, provided that he/she executes his/her duties in good faith without involving any significant negligence.

**Proposal 3: Election of Two Audit & Supervisory Board Members**

At the conclusion of this Shareholders Meeting, Audit & Supervisory Board Member Mr. Yoshiyuki Sato will retire due to expiration of his term of office, while another Audit & Supervisory Board Member Mr. Tsuyoshi Fujiwara will resign his post. Accordingly, the Company proposes the election of two Audit & Supervisory Board Members.

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

The candidates are as follows:

No.	Name (Date of birth)	Career summary, status and significant concurrent positions	Number of shares of the Company held
1	*Haruhiko Yamaguchi (October 2, 1952)	<p>April 1976      Joined the Company</p> <p>April 1998      General Manager of Time Information Business Unit of the Company</p> <p>June 2001      Director of the Company</p> <p>April 2003      Director and General Manager of Time Information Business Unit</p> <p>April 2005      Managing Operating Officer of the Company</p> <p>June 2005      Retired as Director of the Company</p> <p>April 2007      Managing Operating Officer, Sales &amp; Marketing Unit Supervisory and Time Information Business Supervisory of the Company</p> <p>June 2007      Director &amp; Managing Operating Officer of the Company</p> <p>April 2009      Executive Officer &amp; Representative Director and Business Units and Sales &amp; Marketing Unit Supervisory of the Company</p> <p>April 2011      Corporate Administration Supervisory and General Manager of Corporate Administration Unit of the Company</p> <p>April 2015      Director of the Company (current position)</p>	43,500

No.	Name (Date of birth)	Career summary, status and significant concurrent positions	Number of shares of the Company held
2	Yoshiyuki Sato (September 13, 1954)	<p>April 1977      Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>April 2005      Executive Officer and General Manager of Nagoya-Chuo Branch of Mizuho Bank, Ltd.</p> <p>April 2006      Managing Executive Officer of Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p>May 2008        Senior Managing Director of The Resolution and Collection Corporation</p> <p>April 2010       Retired as Senior Managing Director of The Resolution and Collection Corporation</p> <p>May 2010        Corporate Advisor of Kawaijuku Educational Institution</p> <p>April 2011       General Manager of Corporate Group General Planning Department of Kawaijuku Educational Institution</p> <p>April 2011       President and Managing Director of KJ Holdings Inc. (current position)</p> <p>June 2011       Audit &amp; Supervisory Board Member of the Company (current position)</p> <p>June 2012       General Manager of Board Member Group General Planning Department of Kawaijuku Educational Institution (current position)</p>	0

(\* indicates a new candidate for Audit & Supervisory Board Member.)

- (Notes)
1. There is no special interest between each candidate for Audit & Supervisory Board Member and the Company.
  2. Mr. Yoshiyuki Sato is a candidate for Outside Audit & Supervisory Board Member.
  3. The Company selected Mr. Yoshiyuki Sato as a candidate for Outside Audit & Supervisory Board Member because he is expected to contribute to the enhancement of the auditing structures of the Company through capitalizing on his expertise and experience he built up at financial institutions.
  4. Mr. Yoshiyuki Sato will have served for four years as Outside Audit & Supervisory Board Member of the Company at the conclusion of this Shareholders Meeting.
  5. Mr. Yoshiyuki Sato has been registered to the Tokyo Stock Exchange as Independent Officer, in consideration of his independent standpoint unlikely to cause any conflict of interest with general shareholders.
  6. Limited liability agreement with Outside Audit & Supervisory Board Members  
The Company has entered into a limited liability agreement with Mr. Yoshiyuki Sato, in an effort to allow him to fully perform his expected role, and this agreement shall be renewed subject to the approval of his reappointment at this Shareholders Meeting.  
Outline of the aforementioned limited liability agreement is as follows.  
Subject to the conclusion of this agreement, liability for damages for the purpose of Article 423, Paragraph 1 of the Companies Act to be incurred by Outside Audit & Supervisory Board Member shall not exceed the minimum liability stipulated under Article 425, Paragraph 1 of the same Act, provided that he/she executes his/her duties in good faith without involving any significant negligence.

**Proposal 4:** Election of One Substitute Audit & Supervisory Board Member

As validity of the election of Mr. Akira Takara as Substitute Audit & Supervisory Board Member based on the approval at the 95th Annual Shareholders Meeting held on June 29, 2011 will expire at the commencement of this Shareholders Meeting, the Company proposes election of one Substitute Outside Audit & Supervisory Board Member in advance who shall replace Outside Audit & Supervisory Board Members Mr. Yoshiyuki Sato or Mr. Takehide Itonaga in any event of vacancy, to maintain the statutory number of Audit & Supervisory Board Member.

The Company shall be able to cancel the validity of the election of Substitute Audit & Supervisory Board Member, insofar as such cancellation is enforced prior to his/her official appointment, subject to the resolution of the Board of Directors based on the consent of the Audit & Supervisory Board.

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

The candidate is as follows:

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
*Mitsuaki Inoue (October 21, 1961)	October 1991 Entered Chuo Aoyama Audit Corporation April 1997 Registered as a certificated public accountant August 2007 Entered ShinNihon LLC (current Ernst & Young ShinNihon LLC) June 2010 Retired from Ernst & Young ShinNihon LLC July 2010 Presided over Inoue Certified Public Accounting Office (current position) May 2011 Financial accounting advisor of Yokohama City University (current position) April 2012 Comprehensive External Auditor of Yokohama City April 2013 Manager of The Japanese Institute of Certificated Public Accountants Kanagawa Chapter (current position)	0

(\* indicates a new candidate for Substitute Audit & Supervisory Board Member.)

- (Notes)
1. There is no special interest between each candidate for Substitute Audit & Supervisory Board Member and the Company.
  2. The Company selected Mr. Mitsuaki Inoue as a candidate for Substitute Outside Audit & Supervisory Board Member because he is expected to contribute to the enhancement of auditing structures of the Company through capitalizing on his expertise and experience as a certified public accountant.
  3. Despite the absence of experience of having directly involved in company management, Mr. Mitsuaki Inoue is believed to be capable enough to adequately perform his duties as Outside Audit & Supervisory Board Member, given a wealth of knowledge concerning corporate management based on his experience as a certified public accountant in charge of accounting audit for listed companies at a major auditing firm.
  4. Limited liability agreement with Outside Audit & Supervisory Board Members  
 The Company is allowed, under its Articles of Incorporation, to enter into an agreement with an Outside Audit & Supervisory Board Member, which sets an upper limit to the liability for damages that he/she may incur to the Company, in order to facilitate attracting talents for this post. Mr. Mitsuaki Inoue is scheduled to enter into such limited liability agreement with the Company upon his appointment. Outline of the aforementioned limited liability agreement is as follows.  
 Subject to the conclusion of this agreement, liability for damages for the purpose of Article 423, Paragraph 1 of the Companies Act to be incurred by Outside Audit & Supervisory Board Member shall not exceed the minimum liability stipulated under Article 425, Paragraph 1 of the same Act, provided that he/she executes his/her duties in good faith without involving any significant negligence.