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Stock Exchange Code 6436

June 8, 2017

**To Shareholders with Voting Rights:**

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

**NOTICE OF  
THE 101ST 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 101st 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 Wednesday, June 28, 2017 Japan time.

**1. Date and Time** : Thursday, June 29, 2017 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 101st Fiscal Year (April 1, 2016–March 31, 2017) 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 101st Fiscal Year (April 1, 2016–March 31, 2017)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus Retained Earnings

**Proposal 2:** Appointment of 10 Directors

**Proposal 3:** Appointment of One 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., Wednesday, June 28, 2017.
- (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 on the online voting website (<http://www.evotep.jp/>) and follow the on-screen instructions to indicate approval or disapproval by 5:00 p.m., Wednesday, June 28, 2017.

- (3) In the event you vote both by the voting rights exercise form and via online, your online vote shall be deemed effective and counted.
  - (4) In the event you vote multiple times online, your intention indicated by the last vote shall be deemed effective and counted. The same rule shall apply to multiple votes by the use of a PC, smartphone, or feature phone.
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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, 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 JPY29.00 per common stock of the Company.

This shall equate to a total dividend payment of JPY2,205,455,162.

As a result, the annual dividend including the interim dividend shall amount to JPY52.00 per share, a year-on-year increase of JPY4.00.

(3) Effective date of allotment of surplus retained earnings

June 30, 2017

#### Proposal 2: Appointment of 10 Directors

The term of office of all of 10 Directors will expire at the conclusion of this year's Annual Shareholders Meeting. Accordingly, the Company proposes the appointment of 10 Directors.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
1.	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, General Manager of Tokyo Metropolitan Sales &amp; Marketing Unit and Metropolitan Area Parking Sales &amp; Marketing Unit of the Company</p> <p>June 2005      Resigned from the office of Director of the Company</p> <p>April 2008      Managing Operating Officer, General Manager of Comprehensive Strategy Planning Unit of the Company</p> <p>June 2009      Director of the Company</p> <p>April 2011      President &amp; Representative Director of the Company (current position)</p>	80,200

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
2.	* Hiroyuki Tsuda (February 18, 1960)	<p>April 1982      Joined the Company</p> <p>April 2007      General Manager of Kanto Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2011      General Manager of Chubu Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2013      Operating Officer of the Company</p> <p>April 2014      Resigned from the office of Operating Officer of the Company</p> <p>April 2014      President &amp; Representative Director of Amano Management Service Corporation</p> <p>April 2016      Operating Officer of the Company (current position)</p> <p>April 2016      Business Supervisory of the Company</p>	9,300
3.	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      Division Manager of Comprehensive Planning Division of the Company</p> <p>June 2003      Director of the Company</p> <p>April 2005      Operating Officer of the Company</p> <p>June 2005      Resigned from the office of 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</p> <p>April 2016      Corporate Administration Supervisory and General Manager of Corporate Administration Unit of the Company (current position)</p>	33,200
4.	Isao Terasaki (December 18, 1954)	<p>April 1978      Joined the Company</p> <p>April 2002      General Manager of Chugoku &amp; Shikoku Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2005      General Manager of Clean Systems Business Unit 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</p> <p>April 2013      General Manager of Tokyo Metropolitan Sales &amp; Marketing Unit of the Company</p> <p>June 2013      Director of the Company (current position)</p> <p>April 2014      Sales &amp; Marketing Supervisory of the Company</p> <p>April 2015      Managing Operating Officer of the Company (current position)</p> <p>April 2015      Sales &amp; Marketing Supervisory and Business Supervisory of the Company</p> <p>April 2016      Sales &amp; Marketing Supervisory and Domestic Group Company Supervisory of the Company (current position)</p>	15,300

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
5.	Takeshi Akagi (February 4, 1957)	<p>April 1979      Joined the Company</p> <p>April 2007      General Manager of Time Products R&amp;D Unit of the Company</p> <p>April 2008      Operating Officer of the Company (current position)</p> <p>April 2013      General Manager of Yokohama Factory of the Company</p> <p>April 2014      General Manager of Sagami-hara Factory of the Company</p> <p>June 2014      Director of the Company (current position)</p> <p>April 2015      General Manager of R&amp;D Unit of the Company (current position)</p>	13,500
6.	Yasuhiro Sasaya (December 22, 1958)	<p>April 1981      Joined the Company</p> <p>April 2003      General Manager of Kanto Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2007      General Manager of Kanagawa &amp; Shizuoka Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2011      General Manager of Tohoku &amp; Hokkaido Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2013      Operating Officer of the Company (current position)</p> <p>April 2013      General Manager of Time Information Business Unit of the Company</p> <p>April 2015      General Manager of Tokyo Metropolitan Sales &amp; Marketing Unit of the Company (current position)</p> <p>June 2015      Director of the Company (current position)</p>	11,600
7.	Kunihiro Ihara (August 3, 1962)	<p>April 1985      Joined the Dai-ichi Mutual Life Insurance Company (currently, the Dai-ichi Life Insurance Company, Limited)</p> <p>April 2004      Deputy General Manager of the Loan Department of the same company</p> <p>April 2007      Joined the Company</p> <p>April 2009      Division Manager of the Accounting Division of the Company</p> <p>April 2010      Operating Officer of the Company (current position)</p> <p>April 2013      Deputy General Manager of the Corporate Administration Unit of the Company</p> <p>April 2015      General Manager of the Corporate Administration Unit and Division Manager of the Human Resources Division of the Company</p> <p>April 2016      General Manager of the Corporate Planning Unit of the Company (current position)</p> <p>June 2016      Director of CREO CO., LTD. (current position)</p> <p>June 2016      Director of the Company (current position)</p> <p>(Status of the concurrent holding of important positions)</p> <p>Director of CREO CO., LTD.</p>	16,000

No.	Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
8.	* Manabu Yamazaki (September 5, 1962)	<p>April 1986      Joined the Company</p> <p>April 2013      General Manager of Chugoku &amp; Shikoku Regional Sales &amp; Marketing Unit of the Company</p> <p>April 2014      General Manager of Comprehensive Planning Unit of the Company</p> <p>April 2015      General Manager of Time Information Business Unit of the Company</p> <p>April 2016      Operating Officer of the Company (current position)</p> <p>April 2016      Division Manager of Comprehensive Strategy Planning Division and Deputy General Manager of Corporate Planning Unit of the Company</p> <p>April 2017      Business Supervisory and Division Manager of Comprehensive Strategy Planning Division of the Company (current position)</p>	5,200
9.	Isao Kishi (March 30, 1942)	<p>March 1969      Registered as a certified public accountant</p> <p>January 1973    Opened and being Head of the Kishi Certified Public Accountant Office (current position)</p> <p>June 1981      Established and being Representative Partner of the Audit Corporation Kyobashi Accounting Firm (currently, Kyobashi Audit Corporation)</p> <p>April 1994      Lecturer of the Institute of Fiscal and Monetary Policy of the Ministry of Finance</p> <p>June 2004      General Manager of the Japanese Institute of Certified Public Accountants Kanagawa Chapter</p> <p>December 2004 Member of the Yokohama City Public University Corporation 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 Sagamihara City Public Interest Corporation, etc. Management Evaluation Committee (currently, Sagamihara City Extra-Governmental Organization Management Review Committee) (current position)</p> <p>March 2011    Member of the Sagamihara City Large-Scale Evaluation Committee (current position)</p> <p>June 2013      Director of the Company (current position)</p> <p>July 2013      Inspector of the Kitasato Research Center for Environmental Science (current position)</p> <p>August 2014    Member of the Sagamihara City Elderly Welfare Facilities Examination and Selection Committee</p>	0
10.	Kiyoshi Kawashima (February 12, 1954)	<p>April 1979      Registered as an attorney at law (with Daini Tokyo Bar Association)</p> <p>May 1984      Kawashima Law Office (Kanagawa Bar Association) (current position)</p> <p>April 1995      Legal Training and Research Professor of Defense in Civil Cases, Institute in the Supreme Court of Japan</p> <p>April 2004      Professor of the Yokohama National University Law School</p> <p>April 2011      Guest Professor of the Open University of Japan (current position)</p> <p>June 2012      Director of the Fuji Furukawa Engineering &amp; Construction Co., Ltd. (current position)</p> <p>November 2013 Director of the Incorporated Educational Institution Kanagawa Gakuen (current position)</p> <p>June 2015      Director of the Company (current position)</p>	0

(\* Indicates a candidate to be newly appointed as Director.)

- (Note)
1. There are no special interests between the candidates and the Company.
  2. Mr. Isao Kishi and Mr. Kiyoshi Kawashima are candidates for Outside Directors.
  3. Reason for Mr. Isao Kishi being the candidate for Outside Director is to utilize his professional knowledge, experience and other abilities as a certified public accountant for the management of the Company.  
Although he has no experience in directly being involved in the management of a company through any means other than being Outside Director, he has a wealth of knowledge regarding corporate management as a certified public accountant as well as in a public position such as a member of various evaluation committees. Therefore, the Company has determined that he is capable of appropriately performing his duties as Outside Director.
  4. Reason for Mr. Kiyoshi Kawashima being the candidate for Outside Director is to utilize his professional knowledge, experience and other abilities as an attorney at law for the management of the Company.  
Although he has no experience in directly being involved in the management of a company through any means other than being Outside Director, he has a wealth of knowledge regarding corporate management as an attorney at law. Therefore, the Company has determined that he is capable of appropriately performing his duties as Outside Director.
  5. Mr. Isao Kishi and Mr. Kiyoshi Kawashima are currently Outside Directors of the Company, and the number of years since their assumption of office is four years and two years, respectively, at the conclusion of this year's Annual Shareholders Meeting.
  6. For Mr. Isao Kishi and Mr. Kiyoshi Kawashima, the Company has notified the Tokyo Stock Exchange that they are officers in an independent position, whose interests are not likely to be in conflict with those of its general shareholders.
  7. Contracts for limitation of liability with Outside Directors  
The Company has entered into contracts for limitation of liability with Mr. Isao Kishi and Mr. Kiyoshi Kawashima so that they are able to fully perform their expected roles. When their re-assumption of office is approved at this year's Annual Shareholders Meeting, the Company will continue such contracts.  
The summary of the contract is as follows:  
Outside Director shall, when being without knowledge and not being grossly negligent in performing his duties after having entered into this contract, be liable for damages under Paragraph 1, Article 423 of the Companies Act only up to the minimum liability amount provided for in Paragraph 1, Article 425 of the same Act.

### Proposal 3: Appointment of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Takehide Itonaga will expire at the conclusion of this year's Annual Shareholders Meeting. Accordingly, the Company proposes the appointment of one Audit & Supervisory Board Member.

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

The candidate is as follows:

Name (Date of birth)	Career summary, status and responsibilities in the Company, and significant concurrent positions	Number of shares of the Company held
Takehide Itonaga  (November 29, 1954)	April 1977    Joined the Dai-ichi Mutual Life Insurance Company (currently, the Dai-ichi Life Insurance Company, Limited)	0
	April 2005    Executive Officer and General Manager of East Japan Sales Management Department of the same company	
	June 2007    Director of the JR Kyushu Huis Ten Bosch Hotel Co., Ltd.	
	April 2008    Managing Executive Officer and General Manager of Osaka General Bureau of the Dai-ichi Mutual Life Insurance Company	
	June 2008    Director of the Dai-ichi Kogyo Seiyaku Co., Ltd.	
	April 2013    Managing Executive Officer and General Manager of Metropolitan Sales Management Department of the Dai-ichi Life Insurance Company, Limited	
	June 2013    Audit & Supervisory Board Member of the Company (current position)	
	April 2014    Senior Managing Executive Officer of the Dai-ichi Life Insurance Company, Limited	
	June 2016    President of SOHGO HOUSING CO., Ltd. (current position)	
	(Status of the concurrent holding of important positions) President of SOHGO HOUSING CO., Ltd.	

- (Note)
1. There is no special interest between the candidate and the Company.
  2. Mr. Takehide Itonaga is a candidate for Outside Audit & Supervisory Board Member.
  3. The reason for Mr. Takehide Itonaga being the candidate for Outside Audit & Supervisory Board Member is to utilize his professional knowledge, experience and other abilities as a former officer of the Dai-ichi Mutual Life Insurance Company, Limited for the improvement of audit systems of the Company.
  4. Mr. Takehide Itonaga is currently Outside Audit & Supervisory Board Member of the Company, and the number of years since his assumption of office is four years at the conclusion of this year's Annual Shareholders Meeting.
  5. Contract for limitation of liability with Outside Audit & Supervisory Board Member  
The Company has entered into a contract for limitation of liability with Mr. Takehide Itonaga so that he is able to fully perform his expected role. When his re-assumption of office is approved at this year's Annual Shareholders Meeting, the Company will continue such contract.  
The summary of the contract is as follows:  
Outside Audit & Supervisory Board Member shall, when being without knowledge and not being grossly negligent in performing his duties after having entered into this contract, be liable for damages under Paragraph 1, Article 423 of the Companies Act only up to the minimum liability amount provided for in Paragraph 1, Article 425 of the same Act.