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Stock Exchange Code 6436

June 7, 2018

**To Shareholders with Voting Rights:**

Hiroyuki Tsuda  
President & Representative Director  
Amano Corporation  
275 Mamedocho, Kohoku-ku, Yokohama

## **NOTICE OF THE 102nd 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 102nd 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 27, 2018 Japan time.

- 1. Date and Time** : Thursday, June 28, 2018 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 102nd Fiscal Year (April 1, 2017–March 31, 2018) 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 102nd Fiscal Year (April 1, 2017–March 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus Retained Earnings  
**Proposal 2:** Partial Amendment of the Articles of Incorporation  
**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 27, 2018.
- (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://evote.tr.mufg.jp/>) and follow the on-screen instructions to indicate approval or disapproval by 5:00 p.m., Wednesday, June 27, 2018.
- (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.



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 JPY34.00 per common stock of the Company.

This shall equate to a total dividend payment of JPY2,585,639,684.

As a result, the annual dividend including the interim dividend shall amount to JPY57.00 per share, a year-on-year increase of JPY5.00.

- (3) Effective date of allotment of surplus retained earnings

June 29, 2018

#### Proposal 2: Partial Amendment of the Articles of Incorporation

1. Reason for the Proposal

Regarding the operational scope in Article 3, we will partially amend the work content related to opening of architectural firms, in Paragraph 16.

2. Contents of the Amendment

The details of the amendments are as follows:

(Specific changes are underlined.)

The Current Articles of Incorporation	Post Amendment
<p>Article 3 The purpose of the Company shall be to engage in the following businesses: No. 1 to 15 (Text Omitted)</p> <p>16. Contracting the installation of machines and equipment including the design works for the appurtenant buildings and its structure, along with the execution of construction works related to all paragraphs in this Article.</p>	<p>Article 3 The purpose of the Company shall be to engage in the following businesses: No. 1 to 15 (Text Omitted)</p> <p>16. Contracting the installation of machines and equipment including the design works for the appurtenant buildings and its structure, along with the <u>supervision and</u> execution of the construction works related to all paragraphs in this Article.</p>

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

Upon the conclusion of this year's Annual Shareholders Meeting, an Audit & Supervisory Board Member, Mr. Haruhiko Yamaguchi, will be retiring by resignation. As such, the Company proposes the appointment of one Audit & Supervisory Board Member.

Please note that the Audit & Supervisory Board has already agreed 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
Bungo Nogawa (March 22, 1955)	April 1979      Joined the Company	24,000
	April 2004      General Manager of Basic Technology Research Center for Time Products	
	June 2004      Director of the Company.	
	April 2005      Operating Officer & General Manager of the Company's Yokohama Factory	
	June 2005      Retired as a Company Director	
	April 2006      General Manager of the Company's Environmental Products R&D Unit	
	April 2009      General Manager of the Company's Yokohama Factory	
	April 2012      General Manager of Internal Audit Unit	
	April 2014      Managing Operating Officer of the Company	
	April 2016      President & Representative Director of Amano Management Service Corporation	
	April 2018      Director of Amano Management Service Corporation	

(Note) 1. There is no special conflict of interest between the candidate and the Company.