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(Securities code: 6800)
June 4, 2015

To Shareholders with Voting Rights:

Takayuki Tokuma
Representative Director, President
and Executive Officer
Yokowo Co., Ltd.
5-11, Takinogawa 7-chome,
Kita-ku, Tokyo, Japan

NOTICE OF THE 77TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 77th Ordinary General Meeting of Shareholders of Yokowo Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing by submitting the Voting Rights Exercise Form. Please read the Reference Documents for the General Meeting of Shareholders (described hereinafter), indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form by 5:40 p.m. on Thursday, June 25, 2015 Japan time.

- 1. Date and Time:** Friday, June 26, 2015 at 10:00 a.m. JST
- 2. Venue:** 4th floor Main Meeting Room of Itabashi Culture Hall, located at 51-1, Oyamahigashicho, Itabashi-ku, Tokyo, Japan
(Please be aware that the Meeting will be held at a different venue from the previous year. For directions, please refer to the map on the back of this booklet.)
- 3. Meeting Agenda:**
Matters to be Reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 77th Fiscal Year (from April 1, 2014 to March 31, 2015) and results of audits by the Accounting Auditor and Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 77th Fiscal Year (from April 1, 2014 to March 31, 2015)

Proposals to be Resolved:

- Proposal No. 1:** Distribution of Surplus
Proposal No. 2: Election of Four Directors

4. Notice of Information Disclosure through the Internet

The Company, pursuant to the provisions of applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company, discloses certain matters specified below that constitute part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements through the website of the Company (<http://www.yokowo.co.jp>). Accordingly, they are not included in the documents attached to this notice.

- (1) “System necessary to ensure that the execution of duties by the Directors complies with laws and regulations and the Articles of Incorporation, and other systems necessary to ensure properness of operations of the Company,” and “Basic policy concerning persons who control the decisions on the Company’s financial and business policies” of the Business Report
- (2) Notes to the Consolidated Financial Statements
- (3) Notes to the Non-consolidated Financial Statements

Therefore, the documents attached to this Notice constitute only part of the Consolidated and Non-consolidated Financial Statements audited by the Accounting Auditor in preparing its Audit Report and part of the Business Report, Consolidated and Non-consolidated Financial Statements audited by Audit & Supervisory Board Members in preparing their Audit Report.

Notes:

- 1) For those attending, please present the enclosed Voting Rights Exercise Form to the reception upon arrival at the meeting.
- 2) Any updates to the Reference Documents for the General Meeting of Shareholders, Business Report, or Consolidated and Non-consolidated Financial Statements will be posted on the Company's website (<http://www.yokowo.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Distribution of Surplus

Matters concerning year-end dividends

Based on the recognition that providing superior returns to shareholders is one of the highest management priorities, the Company's basic policy is to continue to pay stable dividends to shareholders, determining the specific amount of dividend for each fiscal year by taking into consideration the maintenance of internal reserves to be used for capital investment in production facilities in growing businesses, investment for technological development in new businesses, and investment for market development.

Operating results for the current fiscal year significantly outperformed the forecasts announced in May 2014 for ordinary income and net income, despite falling short in operating income. Based on the aforementioned basic policy, the Company, hereby, proposes its year-end dividends for the fiscal year ended March 31, 2015 as follows in consideration of capital investment and R&D investment needed for future business expansion, internal reserves to ensure financial stability as well as forecasts for the next fiscal year, etc.

(1) Type of dividend property: Cash

(2) Matters concerning allotment of dividend property to shareholders and total amount

10yen per share of common stock, for a total of 200,048,030 yen

Because an interim dividend of 4 yen per share was paid out, the annual dividend for the fiscal year ended March 31, 2015 will be 14 yen per share (consolidated dividend payout ratio of 17.4%).

(3) Effective date of distribution of surplus

June 29, 2015 (Monday)

Proposal No. 2: Election of Four Directors

The terms of office of all four Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of four Directors is proposed.

The candidates are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Wasuke Yanagisawa (August 29, 1942) Reappointed	April 1985 Joined the Company June 1987 Director June 1991 Managing Director June 1995 Senior Managing Director June 2001 Representative Director and Vice President June 2006 Representative Director, Vice President and Executive Officer April 2007 Director June 2007 Vice Chairman and Director (to present)	118,725 shares
2	Takayuki Tokuma (June 13, 1954) Reappointed	August 1988 Joined the Company June 1995 Director June 2003 Executive Officer June 2004 Managing Director December 2004 Managing Director and Antenna System Company President June 2006 Director, Managing Executive Officer, and Antenna System Company President April 2007 Representative Director, President and Executive Officer (to present)	261,817 shares
3	Kouichi Fukagawa (March 28, 1953) Newly appointed	April 2005 Joined the Company General Manager, Connector Company Business Planning Division June 2006 Executive Officer and General Manager, Connector Company Business Planning Division April 2007 Executive Officer and General Manager, Management Planning H.Q. June 2013 Managing Executive Officer and General Manager, Management Planning H.Q. (to present)	39,166 shares
4	Shuji Ohashi (November 23, 1938) Reappointed Candidate for Outside Director	April 1961 Joined Japan Management Association May 1975 Registered as Certified Public Accountant Representative of Shuji Ohashi Certified Public Accountant Office (to present) June 1991 Managing Director, JMA Consultants, Inc. September 1993 President & CEO, JMAC AMERICA, INC. June 2001 Advisor, JMA Consultants, Inc. (to present) June 2013 Outside Director, Seven Bank, Ltd. (to present) June 2014 Outside Director of the Company (to present)	0 shares

(Notes)

1. No material conflict of interest exists between the Company and any of the above three candidates for Directors.
2. Mr. Shuji Ohashi is a candidate for Outside Director.
3. Reason for selection of the candidate for Outside Director and other matters
 - (1) Reason for selection and independence of the candidate for Outside Director
 - (i) Mr. Shuji Ohashi has a broad range of knowledge including accounting expertise from engaging in consulting of corporate management over the years and from also personally managing a consulting firm in the US. The Company would like him to continue drawing on his broad knowledge and wealth of experience in corporate management to monitor and supervise the Company's management, and thus proposes that he be elected as Outside Director.

- (ii) Mr. Shuji Ohashi will have been in office as Outside Director for a period of 1 year at the conclusion of this Ordinary General Meeting of Shareholders.
 - (iii) There are no business relationships between the Shuji Ohashi Certified Public Accountant Office which Mr. Ohashi represents and the Company. Additionally, while the Company has had business relationships consisting of the payment of consulting fees, etc. with JMA Consultants, Inc., for which Mr. Ohashi serves as Advisor, the transactions were one-time transactions and the amounts involved accounted for less than 1% of the Group's annual operating expenses and less than 1% of the annual net sales of JMA Consultants, Inc. Therefore, the Company has determined Mr. Ohashi to be highly independent from the Company and persons who execute business of the Company. In the event that the election of Mr. Ohashi is approved as proposed, the Company will continue to designate him as an independent officer prescribed in the Securities Listing Regulations of the Tokyo Stock Exchange.
 - (iv) Mr. Shuji Ohashi has never been an executive officer (pursuant to Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; the same shall apply hereinafter), or a corporate officer (excluding executive officers; the same shall apply hereinafter) of the Company or its subsidiary.
 - (v) Mr. Shuji Ohashi is currently not an executive officer or a corporate officer of the Company or an entity in a special relationship (pursuant to Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act; the same shall apply hereinafter) with the Company, and has not been such an officer in the past five years. As the Company has not succeeded rights or obligations as a result of mergers, absorption-type company splits, incorporation-type company splits and business transfers in the past two years, there are no matters to disclose pursuant to Article 74, Paragraph 4, Item 6 of the Ordinance for Enforcement of the Companies Act.
 - (vi) Mr. Shuji Ohashi does not plan to receive large amounts of cash or other assets from the Company or from an entity in a special relationship with the Company, and has not done so in the past two years.
 - (vii) Mr. Shuji Ohashi is not a spouse or a relative within the third degree of kinship or a similar person of an executive officer or a corporate officer of the Company or an entity in a special relationship with the Company.
- (2) Activities as Outside Director
- Activities of Mr. Shuji Ohashi as Outside Director during the fiscal year under review (However, limited to the period after he was appointed Outside Director of the Company on and after June 27, 2014) are as follows.
- He attended twelve out of the thirteen Board of Directors Meetings of the Company (Attendance rate: 92.3%) and gave advice and recommendations based on his broad knowledge and abundant experience in corporate management, in addition to monitoring and supervising the Company's management.
 - He also attended twelve out of the thirteen Audit & Supervisory Board Meetings of the Company and shared the matters that were reported or deliberated by the Audit & Supervisory Board, in addition to taking part in exchanges of opinions.
- (3) Limited liability agreement with the Outside Director
- The Company, pursuant to Article 30 of the Company's Articles of Incorporation, has entered into a limited liability agreement, prescribed in Article 423, Paragraph 1 of the Companies Act, with Mr. Shuji Ohashi. The limit of liability for damages based on this agreement is 4 million yen or the amount prescribed by laws and regulations, whichever is higher.