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(Securities code: 6800)  
June 6, 2016

**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 78TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 78th 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 Tuesday, June 28, 2016 Japan time.**

- 1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. JST
- 2. Venue:** 1st floor main hall at Kita-ku Takinogawa Kaikan, located at 23-3, Nishigahara 1-chome, Kita-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 78th Fiscal Year (from April 1, 2015 to March 31, 2016) 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 78th Fiscal Year (from April 1, 2015 to March 31, 2016)

**Proposals to be Resolved:**

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

With respect to the operating results for the current fiscal year, the Company marked the highest consolidated sales in succession from the previous fiscal year, and operating income also increased from the previous fiscal year, whereas the operating results significantly deviated from "securing a minimum operating profit margin of 8%," one of the Medium-term Management Targets. In addition, both ordinary income and profit attributable to owners of parent fell behind the adjusted forecasts (announced in February 2016) due to the posting of an exchange loss caused by the appreciation of the yen and an increase in tax expenses, among other factors.

Based on the aforementioned basic policy, the Company hereby proposes its year-end dividend for the fiscal year ended March 31, 2016 as follows, considering the operating results for the current fiscal year and comprehensively taking into account the internal reserves necessary for the next fiscal year and beyond, as well as financial stability and the expected business expansion.

(1) Type of dividend property: Cash

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

8 yen per share of common stock, for a total of 160,037,072 yen

Because an interim dividend of 6 yen per share was paid out, the annual dividend for the fiscal year ended March 31, 2016 will be 14 yen per share (consolidated dividend payout ratio of 67.9%).

(3) Effective date of distribution of surplus

June 30, 2016 (Thursday)

**Proposal No. 2: Election of Five Directors**

The terms of office of all four Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, shareholders are requested to elect five Directors, including the Outside Director to be newly appointed for the further enhancement of corporate governance.

The candidates for Directors are as follows.

It should be noted that no material conflict of interest exists between any of the five candidates for Directors and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of the Company's shares held
1	<p>Wasuke Yanagisawa (August 29, 1942)</p> <p>Reappointed</p>	<p>April 1985      Joined the Company</p> <p>September 1986      General Manager, Development H.Q.</p> <p>June 1987      Director and General Manager, Development H.Q.</p> <p>June 1991      Managing Director and General Manager, Development H.Q.</p> <p>June 1995      Senior Managing Director</p> <p>June 2001      Representative Director and Vice President</p> <p>June 2006      Representative Director, Vice President and Executive Officer</p> <p>June 2007      Vice Chairman and Director</p> <p>June 2015      Chairman and Director (to present)</p>	<p>122,200 shares</p>
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>Mr. Wasuke Yanagisawa, with his broad insight into communication technologies in general, especially in the area of antenna technologies and microwave technologies, has supervised the research and development department as the Director in charge for a long time, and has led the electronicization of antenna, the development of a number of antennas for new areas including GPS antennas, and the development of new products which conform to the trend of higher-frequency applications in the area of semiconductor testing.</p> <p>The Board of Directors of the Company would like Mr. Yanagisawa to continuously take responsibility for steering the research and development of the Company, under the environment where technologies relevant to large capacity / high-speed communication are becoming increasingly important, and thus proposes that he be elected as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of the Company's shares held
2	Takayuki Tokuma (June 13, 1954)  Reappointed	August 1988    Joined the Company April 1993    General Manager, Europe and United States Sales Department June 1995    Director September 1995    Director, General Manager, Car Antenna Business Division April 1997    Director, in charge of Business Planning Department April 1999    Director, in charge of PCC business October 2001    Director, in charge of Business Planning Department 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)	265,746 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>Mr. Takayuki Tokuma has led the business expansion/evolution of the Company's primary businesses, including the development/sales promotion of micro antennas as General Manager/Company President of the vehicle communication equipment business, as well as advancing into the BGA socket area of the circuit testing connector business, overseas sales promotion of the PCC business (current fine connector business) and start-up of the medical device business as the officer in charge of the supervision of overseas business/Business Planning Department/CTC business/PCC business, and thus has a thorough understanding of all businesses. Currently, he supervises the whole group as President and Executive Officer, bearing the slogans of "multilayered business" and "permanent evolution."</p> <p>The Board of Directors of the Company would like Mr. Tokuma to continuously take responsibility for the business execution of the Company in the next period, which is expected to be a phase of further business expansion, and thus proposes that he be elected as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of the Company's shares held
3	Kouichi Fukagawa (March 28, 1953)  Reappointed	April 2005    Joined the Company	43,095 shares
		General Manager, Connector Company Business Planning Department	
		June 2006    Executive Officer and General Manager, Connector Company Business Planning Department	
		April 2007    Executive Officer and General Manager, Management Planning H.Q.	
		April 2013    Chairman, Information Security Committee (to present)	
		June 2013    Managing Executive Officer and General Manager, Management Planning H.Q.	
June 2015    Director, Managing Executive Officer and General Manager, Management Planning H.Q. (to present)			
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>Mr. Kouichi Fukagawa, as the executive officer in charge of the circuit testing connector business, has led the business acquisition, introduction of new technologies, acquisition of new customers of said business, and has promoted the business model restructuring of the vehicle communication equipment business, as well as the full-scale start-up of new businesses including the ceramic business. He, as Chairman of the Information Security Committee, also contributes to the establishment/enhancement of the information security structure of the Group as a whole, and contributes to the improvement of awareness thereof by promoting the acquisition of ISO 27001 certification, the international standard for information security, for the Company and its major subsidiaries.</p> <p>The Board of Directors of the Company would like Mr. Fukagawa to continuously take responsibility for promoting group-wide undertakings and innovation of the business structure, and thus proposes that he be elected as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of the Company's shares held
	<p style="text-align: center;">Shuji Ohashi (November 23, 1938)</p> <p style="text-align: center;">Reappointed Candidate for Outside Director</p>	<p>April 1961      Joined Japan Management Association</p> <p>May 1975      Registered as Certified Public Accountant Representative of Shuji Ohashi Certified Public Accountant Office (to present)</p> <p>June 1991      Managing Director, JMA Consultants, Inc.</p> <p>September 1993      President &amp; CEO, JMAC AMERICA, INC.</p> <p>June 2001      Advisor, JMA Consultants, Inc. (to present)</p> <p>June 2013      Outside Director, Seven Bank, Ltd. (to present)</p> <p>June 2014      Outside Director of the Company (to present)</p>	<p>0 shares</p>
4		<ol style="list-style-type: none"> <li>1.    Reasons for nomination as candidate for Outside Director Mr. Shuji Ohashi has a broad range of knowledge including accounting expertise from his activities in business management consulting over the years, and also from personally managing a consulting firm in the U.S. 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.</li> <li>2.    Term of office as Outside Director Mr. Shuji Ohashi will have been in office as Outside Director for a period of 2 years at the conclusion of this Ordinary General Meeting of Shareholders.</li> <li>3.    Independence of candidate for Outside Director <ol style="list-style-type: none"> <li>(1) There are no business relationships between the Shuji Ohashi Certified Public Accountant Office which Mr. Ohashi represents and the Company.</li> <li>(2) While the Group has transactions, including the payment of fees for correspondence courses for our employees and general purpose seminars, with JMA Consultants, Inc., for which Mr. Ohashi serves as Advisor, Japan Management Association, parent company thereof, and its group companies, such transactions are general in nature and the total amount of such transactions within the most recent five years before the end of the current fiscal year is 2,809,000 yen.</li> <li>(3) There are no matters to be disclosed other than the above with respect to his independence.</li> <li>(4) Based on the above, the Company has determined Mr. Ohashi to be highly independent from the Company and persons who execute the 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 as prescribed in the Securities Listing Regulations of the Tokyo Stock Exchange.</li> </ol> </li> <li>4.    Activities as Outside Director during the current period <ol style="list-style-type: none"> <li>(1) He attended seventeen out of the seventeen Board of Directors Meetings of the Company (Attendance rate: 100%) 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.</li> <li>(2) He attended all eighteen Audit &amp; Supervisory Board Meetings of the Company, had prior guidance and exchanged opinions on the agenda of the Board of Directors Meetings with Outside Auditors, and shared the matters that were reported or deliberated by the Audit &amp; Supervisory Board to the extent when necessary.</li> </ol> </li> <li>5.    Overview of limited liability agreement entered into with the Company The Company, pursuant to Article 30 of the Company's Articles of Incorporation, has entered into a limited liability agreement, as 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.</li> </ol>	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of the Company's shares held
	<p>Kuniko Muramatsu (September 1, 1958)</p> <p>Newly appointed Candidate for Outside Director</p>	<p>October 1983    Joined Texas Instruments Japan Limited</p> <p>January 1999    General Manager, Japan Communications Department, Member of Strategic Leadership Team, Texas Instruments Japan Limited</p> <p>November 2003    Senior Manager, Ethics &amp; Diversity Office, Chief Ethics Officer, Texas Instruments Japan Limited</p> <p>September 2009    Resigned from Texas Instruments Japan Limited</p> <p>October 2009    Senior Research Fellow, Business Ethics Research Center (to present)</p> <p>January 2010    Representative Director, Wellness Systems Institute (to present)</p> <p>January 2014    Director, Japan Professional Football League (J. League) (to present)</p> <p>March 2014    Director, NPO GEWEL</p> <p>June 2014    Director, Association of Certified Business Ethics Expert JAPAN (to present)</p> <p>March 2016    Director and Chair of the Board, NPO GEWEL (to present)</p>	<p>0 shares</p>
5		<p>1. Reasons for nomination as candidate for Outside Director Ms. Kuniko Muramatsu held various posts including General Manager of the Public Relations Department, Member of the Business Strategy Team, General Manager of the Corporate Ethics Office and the officer in charge of diversity promotion at a foreign-affiliated semiconductor maker, and now runs a company which she established after resigning from said company, utilizing her experience, and is engaged in supporting the improvement of corporate ethics and the promotion of diversity, whereas she also serves as Director at a nonprofit incorporated association and nonprofit organizations. The Company would like her to monitor and supervise the management of the Company and provide advice and recommendations to the Company by leveraging her extensive knowledge regarding corporate ethics and diversity promotion, and practical experience at business organization, and thus proposes that she be elected as Outside Director.</p> <p>2. Independence of candidate for Outside Director (1) There are no business relationships between the Company and Wellness Systems Institute, for which Ms. Muramatsu serves as Representative Director. (2) While the Company had transactions with Texas Instruments Japan Limited ("TI Japan") regarding the sale from the Company of inspection tools for semiconductor testing until December 2013, the amount involved accounted for less than 1% of the Group's annual consolidated sales and less than 1% of TI Japan's annual operating costs. Furthermore, the Company has had no transactions with TI Japan since January 2014. (3) The Company has continuous business relationships with Texas Instruments Incorporated ("TI US"), the parent company of TI Japan, regarding the sale from the Company of inspection tools for semiconductor testing, whereas the amount involved accounts for less than 3% of the Group's annual consolidated sales and less than 1% of the annual operating costs of TI US. (4) There are no matters to be disclosed other than the above with respect to her independence. (5) Based on the fact that seven years have passed since her resignation from TI Japan, that the transaction between the Company and TI Japan was terminated as of the end of 2013 and that the transactions between the Company and TI US are not significant in monetary terms for both parties, the Company has determined Ms. Muramatsu to be highly independent from the Company and persons who execute the business of the Company. In the event that the election of Ms. Muramatsu is approved as proposed, the Company will designate her as an independent officer as prescribed in the Securities Listing Regulations of the Tokyo Stock Exchange.</p> <p>3. Limited liability agreement In the event that the election of Ms. Kuniko Muramatsu is approved as proposed, the Company, pursuant to Article 30 of the Company's Articles of Incorporation, will enter into a limited liability agreement, as prescribed in Article 423, Paragraph 1 of the Companies Act, with Ms. Muramatsu. The limit of liability for damages based on this agreement will be 4 million yen or the amount prescribed by laws and regulations, whichever is higher.</p>	