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Securities Code: 6806
June 3, 2015

To Shareholders with Voting Rights

Tatsuro Nakamura
Chairman and Representative Director
Hirose Electric Co., Ltd.
5-23, Osaki 5-chome, Shinagawa-ku, Tokyo

NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 68th Ordinary General Meeting of Shareholders of Hirose Electric Co., Ltd. (the “Company”). The meeting will be held 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 or via the Internet. Please read the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on June 25, 2015 (Thursday) in accordance with the guidance below.

1. Date and Time: June 26, 2015 (Friday), 10:00 a.m.

2. Venue: 1-1, Shirokanedai 1-chome, Minato-ku, Tokyo
HAPPO-EN, 2F SUNLIGHT

3. Agenda of the Meeting:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the Company’s 68th Fiscal Year (from April 1, 2014 to March 31, 2015) and Audit Reports for the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company’s 68th Fiscal Year (from April 1, 2014 to March 31, 2015)

Proposals to be resolved:

Proposal No. 1 Dividends of Surplus

Proposal No. 2 Partial Amendments to the Articles of Incorporation

Proposal No. 3 Election of Eight (8) Directors

4. Guidance for Exercising Voting Rights:

(1) Exercise voting rights in writing

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form, and return the form to us to arrive no later than 5:00 p.m. on June 25, 2015 (Thursday).

(2) Exercise voting rights via the Internet

If you exercise your voting rights via the Internet, please exercise them no later than 5:00 p.m. on June 25, 2015 (Thursday).

(3) If you exercise your voting rights twice, once in writing and once via the Internet, your Internet vote shall be deemed to be valid. If you exercise your voting rights more than once via the Internet or exercise them twice, once using a personal computer and once using a mobile phone, the last exercise shall be deemed to be valid.

5. Other Matters Related to This Convocation:

Among the documents that have to be provided along with the convocation of this meeting of shareholders, the Notes to the Consolidated and Non-consolidated Financial Statements are posted on the Company's website (<http://www.hirose.co.jp/>) pursuant to the provisions of the relevant laws and regulations and Article 15 of the Company's Articles of Incorporation, therefore these are not included in this Notice. The Consolidated and Non-consolidated Financial Statements included in this Notice are part of the Consolidated and Non-consolidated Financial Statements that the Accounting Auditor audited to prepare the Audit Reports.

For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

If there are any amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report and/or the Consolidated and Non-consolidated Financial Statements, these amendments will be posted on the Company's website (<http://www.hirose.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Dividends of Surplus

Regarding year-end dividends, comprehensively taking into account the business results and operating environment of the Company and based on the policy of stable dividend distribution to shareholders, we propose year-end dividends as follows:

- (1) Type of dividend property: Cash
- (2) Matters related to the allocation of dividends and total amount thereof:
 - ¥115 per share of the Company's common shares
 - Total amount of dividends: ¥3,899,997,875
 - Because an interim dividend of ¥115 per share was paid, the annual dividend for the fiscal year ended March 31, 2015 is ¥230 per share.
- (3) Effective date of dividends of surplus: June 29, 2015

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

In order to establish a corporate management system that can respond swiftly to changes in the business environment, the Company proposes to make necessary amendments to Article 13 of the current Articles of Incorporation to newly provide for a Director determined in advance by the Board of Directors to convene the general meeting of shareholders and to serve as chairperson at such meeting.

Moreover, in accordance with revisions to laws, the Company proposes to make partial amendments to Article 28 of the current Articles of Incorporation to newly enable the conclusion of agreements limiting liability with Directors who do not execute business and Audit & Supervisory Board Members, so that they can fully perform the roles expected of them.

Note that consent has been obtained from each Audit & Supervisory Board Member for the amendments to Article 28 of the Articles of Incorporation.

2. Details of amendments

Details of amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
CHAPTER III. General Meeting of Shareholders (Person having authority to convene and to serve as chairperson) Article 13. General meetings of shareholders shall be convened and chaired by <u>the Chairman and Director</u> , unless otherwise provided for by laws and regulations. 2. If <u>the Chairman and Director</u> is unable to so act, another Director, in accordance with the order determined in advance by the Board of Directors, shall act in his/her place.	CHAPTER III. General Meeting of Shareholders (Person having authority to convene and to serve as chairperson) Article 13. General meetings of shareholders shall be convened and chaired by <u>a Director determined in advance by the Board of Directors</u> , unless otherwise provided for by laws and regulations. 2. If <u>the Director in the preceding paragraph</u> is unable to so act, another Director, in accordance with the order determined in advance by the Board of Directors, shall act in his/her place.

Current Articles of Incorporation	Proposed Amendments to the Articles of Incorporation
<p>CHAPTER VI. Exemption from Liability of Directors and Audit & Supervisory Board Members</p> <p>(Partial exemption from liability for damages)</p> <p>Article 28. The Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) and Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from their liability for damages to the Company to the extent prescribed by laws and regulations.</p> <p>2. The Company may enter into agreements with <u>Outside Directors</u> and <u>Outside Audit & Supervisory Board Members</u> regarding their liability for damages to the Company; provided, however, that the maximum amount of the liability under such agreements shall be the amount prescribed by laws and regulations.</p>	<p>CHAPTER VI. Exemption from Liability of Directors and Audit & Supervisory Board Members</p> <p>(Partial exemption from liability for damages)</p> <p>Article 28. (Same as the present)</p> <p>2. The Company may enter into agreements with <u>Directors excluding Executive Directors, etc.</u> and <u>Audit & Supervisory Board Members</u> regarding their liability for damages to the Company; provided, however, that the maximum amount of the liability under such agreements shall be the amount prescribed by laws and regulations.</p>

Proposal No. 3: Election of Eight (8) Directors

The term of office of all nine (9) Directors will expire at the close of this Ordinary General Meeting of Shareholders, therefore, the Company proposes the election of eight (8) Directors.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
1	Tatsuro Nakamura (February 26, 1947)	<p>March 1969 Joined the Company</p> <p>October 1991 General Manager–Presidential Staff Office of the Company</p> <p>June 1992 Director of the Company, Delegated to act as General Manager–Presidential Staff Office</p> <p>June 1995 Managing Director of the Company, Delegated to act as General Manager–Production; concurrently responsible for Engineering Division, SB Department and Quality Assurance Department</p> <p>June 1999 Senior Managing Director of the Company</p> <p>June 2000 President and Representative Director of the Company</p> <p>June 2012 Chairman and Representative Director of the Company (to present)</p> <p>(Significant concurrent positions at other organizations)</p> <p>Chairman and Representative Director of TOHOKU HIROSE ELECTRIC CO., LTD.</p> <p>Chairman and Representative Director of KORIYAMA HIROSE ELECTRIC CO., LTD.</p> <p>Chairman and Representative Director of ICHINOSEKI HIROSE ELECTRIC CO., LTD.</p> <p>Representative Director of HIROSE KOREA CO., LTD.</p>	3,700

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
2	Kazunori Ishii (January 4, 1960)	<p>April 1982 Joined the Company</p> <p>July 2007 Deputy General Manager–Engineering of the Company</p> <p>November 2008 Deputy General Manager–Sales & Marketing of the Company</p> <p>June 2009 Operating Officer of the Company</p> <p>November 2009 Acting General Manager–Sales & Marketing of the Company</p> <p>June 2010 Director of the Company, Delegated to act as General Manager–Corporate Innovation Office</p> <p>June 2011 Senior Managing Director of the Company, Delegated to act as General Manager–Sales & Marketing; concurrently General Manager–Corporate Innovation Office</p> <p>June 2012 President and Representative Director of the Company (to present)</p> <p>(Significant concurrent positions at other organizations)</p> <p>President and Representative Director of TOHOKU HIROSE ELECTRIC CO., LTD.</p> <p>President and Representative Director of KORIYAMA HIROSE ELECTRIC CO., LTD.</p> <p>President and Representative Director of ICHINOSEKI HIROSE ELECTRIC CO., LTD.</p> <p>Representative Director of HIROSE KOREA CO., LTD.</p>	1,000
3	Mitsuo Nakamura (February 23, 1958)	<p>April 1980 Joined the Company</p> <p>July 2007 Deputy General Manager–Engineering of the Company</p> <p>June 2009 Operating Officer of the Company</p> <p>June 2010 Director of the Company (to present)</p> <p>Delegated to act as Deputy General Manager–Engineering</p> <p>June 2013 Delegated to act as General Manager–Engineering (to present)</p>	500
4	Makoto Kondo (October 5, 1952)	<p>April 1977 Joined Sony Corporation</p> <p>March 2004 General Manager, Management Planning Department, Mobile Network Company, Energy Company of Sony Corporation</p> <p>January 2005 Joined the Company</p> <p>July 2007 Deputy General Manager–Sales & Marketing of the Company</p> <p>June 2009 Operating Officer of the Company</p> <p>June 2010 Director of the Company (to present)</p> <p>Delegated to act as Deputy General Manager–Sales & Marketing</p> <p>June 2012 Delegated to act as General Manager–Sales & Marketing (to present)</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
5	Kazuhisa Nikaido (May 9, 1953)	<p>May 1986 Joined KORIYAMA HIROSE ELECTRIC CO., LTD.</p> <p>August 2000 General Manager, Miyako Plant, TOHOKU HIROSE ELECTRIC CO., LTD.</p> <p>June 2007 Transferred to the Company Deputy General Manager–Production of the Company</p> <p>June 2009 Director of the Company, Delegated to act as General Manager–Production; concurrently responsible for Quality Assurance Department (to present)</p>	700
6	Kazuyuki Iizuka (December 19, 1953)	<p>April 1979 Joined Tokyo Shibaura Electric K.K. (currently TOSHIBA CORPORATION)</p> <p>August 1990 Joined SRI International</p> <p>February 1997 Joined Anderson Consulting (currently Accenture Japan Ltd)</p> <p>February 2000 Joined NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc.</p> <p>April 2006 Partner, Industrial Consulting Division, NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc.</p> <p>April 2007 Joined the Company</p> <p>July 2007 Deputy General Manager–Administration of the Company</p> <p>June 2009 Operating Officer, Acting General Manager–Administration of the Company</p> <p>June 2010 Director of the Company (to present) Delegated to act as Acting General Manager–Administration</p> <p>June 2011 Delegated to act as General Manager–Administration (to present)</p>	0
7	Hiroaki Okano (August 1, 1955)	<p>April 1982 Joined Hitachi Cable, Ltd.</p> <p>September 2003 Joined the Company</p> <p>April 2013 Deputy General Manager–Engineering of the Company</p> <p>June 2014 Operating Officer of the Company, Delegated to act as Deputy General Manager–Engineering (to present)</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
8	Kensuke Hotta (October 12, 1938)	<p>April 1962 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 1987 Director of The Sumitomo Bank, Limited</p> <p>June 1997 Representative Director and Executive Vice President of The Sumitomo Bank, Limited</p> <p>January 2001 Chairman of Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.)</p> <p>October 2007 Chairman and Representative Director of Hotta Sogo Jimusho K.K. (to present)</p> <p>December 2008 Chairman and Representative Director of Greenhill & Co. Japan Ltd. (to present)</p> <p>June 2011 Director of the Company (to present)</p> <p>(Significant concurrent positions at other organizations) Chairman and Representative Director of Hotta Sogo Jimusho K.K. Chairman and Representative Director of Greenhill & Co. Japan Ltd.</p>	0

Notes:

1. No conflict of interest exists between the Company and any of the above candidates.
2. Information on the candidates for Outside Director is as follows.
 - (1) Kensuke Hotta is a candidate for Outside Director.
The Company designates Mr. Hotta as an Independent Officer as stipulated by the Tokyo Stock Exchange and reports him as such to the exchange.
 - (2) Reasons for the appointment of Mr. Hotta for Outside Director and his independency
 - 1) We ask that Mr. Hotta be elected as an Outside Director expecting him to utilize his managerial experience at other companies to enhance the management of the Company.
 - 2) Mr. Hotta's term of office as Outside Director will be four years at the closing of this General Meeting of Shareholders.
 - 3) Mr. Hotta is not an executive at business operators that have specific relations with the Company. Also, he has not been an executive at business operators that have specific relations with the Company in the past five years.
 - 4) Mr. Hotta does not plan to receive a large amount of money or other assets (other than remuneration paid for his service as Director of the Company) from the Company or business operators that have specific relations with the Company. Also, he has not received such in the past two years.
 - 5) Mr. Hotta is not a spouse or relative within the third degree of consanguinity or of similar status of anyone in a position to execute business at the Company or business operators that have specific relations with the Company.
 - 6) Mr. Hotta was not an executive at any corporation from which the Company assumed business rights and obligations through a corporate merger, an absorption-type corporate split, an incorporation-type corporate split or a business transfer immediately before such merger, etc., for the past two years.
 - (3) Liability limitation agreement with Outside Director
Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreement with Mr. Hotta, a candidate for the Outside Director, to limit his liability for damages under Article 423, Paragraph 1 of the Act to the effect that if it is not resulting from serious negligence and his duties are conducted in good faith, the limit of liability under such agreement (minimum liability amount) shall be the total of the amount set forth in each item of Article 425, Paragraph 1 of the Act.