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Securities Code: 6806
June 6, 2019

To Shareholders with Voting Rights

Kazunori Ishii
President and Representative Director
Hirose Electric Co., Ltd.
5-23, Osaki 5-chome, Shinagawa-ku, Tokyo

NOTICE OF THE 72ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 72nd 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 26, 2019 (Wednesday) in accordance with the guidance below.

1. Date and Time: June 27, 2019 (Thursday), 10:00 a.m. (Reception will open at 9:00 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 72nd Fiscal Year (from April 1, 2018 to March 31, 2019) 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 72nd Fiscal Year (from April 1, 2018 to March 31, 2019)

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 Nine (9) 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 26, 2019 (Wednesday).

(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 26, 2019 (Wednesday).

(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 (<https://www.hirose.com/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 and Audit & Supervisory Board Members audited to prepare their respective 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 (<https://www.hirose.com/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:
 - ¥120 per share of the Company's common shares
 - Total amount of dividends: ¥4,375,527,480
 - Because an interim dividend of ¥120 per share was paid, the annual dividend for the fiscal year ended March 31, 2019 is ¥240 per share.
- (3) Effective date of dividends of surplus: June 28, 2019

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

1. Reasons for amendments

The Company wishes to delete from Article 21, Paragraph 1 of the current Articles of Incorporation the position of Vice Chairman and Director and the position of Executive Vice President and Director, neither of which currently exist in the Company, from Directors with titles for the purpose of realizing a slimmer structure in the Board of Directors.

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 IV. Directors and Board of Directors	CHAPTER IV. Directors and Board of Directors
(Representative Directors and Directors with Titles)	(Representative Directors and Directors with Titles)
Article 21. The Board of Directors, by resolution of its meetings, can elect one Director and Supreme Advisor, one Chairman of the Board, one President and Director, <u>one Vice Chairman and Director, one Executive Vice President and Director</u> and a few Senior Managing Directors and Managing Directors.	Article 21. The Board of Directors, by resolution of its meetings, can elect one Director and Supreme Advisor, one Chairman of the Board, one President and Director, and a few Senior Managing Directors and Managing Directors.
2. The Board of Directors shall elect Representative Directors from among the Directors in the preceding paragraph.	2. The Board of Directors shall elect Representative Directors from among the Directors in the preceding paragraph.

Proposal No. 3: Election of Nine (9) Directors

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

The candidates are as follows:

[Reference] List of candidates for Director

No.	Name	Current positions and responsibilities in the Company
1	<input type="checkbox"/> Reelection Kazunori Ishii	President and Representative Director
2	<input type="checkbox"/> Reelection Mitsuo Nakamura	Managing Director Group President–Engineering; concurrently responsible for Production Group
3	<input type="checkbox"/> Reelection Yukio Kiriya	Director Group President–Production
4	<input type="checkbox"/> Reelection Hiroaki Okano	Director Deputy Group President–Engineering
5	<input type="checkbox"/> New election Hiroshi Fukumoto	Operating Officer Acting Group President–Administration
6	<input type="checkbox"/> New election Hiroshi Satoh	Division General Manager–International Business Division–Sales & Marketing
7	<input type="checkbox"/> Reelection Sang-Yeob Lee	Director
8	<input type="checkbox"/> Reelection Kensuke Hotta	Outside Director
9	<input type="checkbox"/> Reelection Tetsuji Motonaga	Outside Director

No conflict of interest exists between the Company and any of the above candidates.

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	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Kazunori Ishii (January 4, 1960)	<p>April 1982 Joined the Company</p> <p>July 2007 Deputy Group President–Engineering of the Company</p> <p>November 2008 Deputy Group President–Sales & Marketing of the Company</p> <p>June 2009 Operating Officer of the Company</p> <p>November 2009 Acting Group President–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 Group President–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) President and Representative Director of TOHOKU HIROSE ELECTRIC CO., LTD. President and Representative Director of KORIYAMA HIROSE ELECTRIC CO., LTD. President and Representative Director of ICHINOSEKI HIROSE ELECTRIC CO., LTD. Representative Director of HIROSE KOREA CO., LTD.</p>	1,102
<p>(Reasons for nomination as candidate for Director)</p> <p>The Company nominates him as a candidate for Director for another term because we believe he is well qualified for the position as he has supervised and managed the whole Group as President.</p>			

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	<p style="text-align: center;">Reelection</p> <p>Mitsuo Nakamura (February 23, 1958)</p>	<p>April 1980 Joined the Company</p> <p>July 2007 Deputy Group President–Engineering of the Company</p> <p>June 2009 Operating Officer of the Company</p> <p>June 2010 Director of the Company, Delegated to act as Deputy Group President–Engineering</p> <p>June 2013 Delegated to act as Group President–Engineering</p> <p>June 2015 Managing Director of the Company (to present)</p> <p>June 2016 Delegated to act as Group President–Engineering; concurrently responsible for Production Group (to present)</p>	551	
<p>(Reasons for nomination as candidate for Director)</p> <p>The Company nominates him as a candidate for Director for another term because we believe he is well qualified for the position as he has supervised and managed technological development of the Group as Managing Director.</p>				
3	<p style="text-align: center;">Reelection</p> <p>Yukio Kiriya (December 29, 1958)</p>	<p>April 1982 Joined the Company</p> <p>April 2013 Deputy Group President–Production of the Company</p> <p>June 2015 Operating Officer of the Company</p> <p>November 2015 Acting Group President–Production of the Company</p> <p>April 2016 Acting Group President–Production of the Company; concurrently responsible for Quality Assurance Department</p> <p>June 2016 Director of the Company (to present) Delegated to act as Group President–Production; concurrently responsible for Quality Assurance Department</p> <p>October 2017 Delegated to act as Group President–Production (to present)</p>	1,570	
<p>(Reasons for nomination as candidate for Director)</p> <p>The Company nominates him as a candidate for Director for another term because we believe he is well qualified for the position as he has supervised and managed the overall manufacturing affairs of the Group.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
4	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Hiroaki Okano (August 1, 1955)	April 1982 Joined Hitachi Cable, Ltd. (currently Hitachi Metals, Ltd.) September 2003 Joined the Company April 2013 Deputy Group President–Engineering of the Company June 2014 Operating Officer of the Company June 2015 Director of the Company, Delegated to act as Deputy Group President–Engineering (to present)	110
		(Reasons for nomination as candidate for Director) The Company nominates him as a candidate for Director for another term because we believe he is well qualified for the position as he has supervised and managed the automotive business of the Group.	
5	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New election</div> Hiroshi Fukumoto (November 4, 1956)	April 1980 Joined Hitachi, Ltd. July 2002 Joined the Company July 2007 Deputy Group President–Administration of the Company June 2009 Operating Officer of the Company (to present) April 2018 Acting Group President–Administration (to present)	315
		(Reasons for nomination as candidate for Director) The Company nominates him as a new candidate for Director because we believe he is well qualified for the position as he has supervised and managed the overall general administrative affairs of the Group.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
6	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New election</div> Hiroshi Satoh (December 23, 1970)	April 1993 Joined MITSUI & CO., LTD. July 2001 Joined KEYENCE CORPORATION February 2017 Joined the Company April 2018 Division General Manager–International Business Division–Sales & Marketing (to present)	100
		(Reasons for nomination as candidate for Director) The Company nominates him as a new candidate for Director because we believe he is well qualified for the position as he has supervised and managed the international sales of the Group.	
7	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Sang-Yeob Lee (July 1, 1961)	January 1984 Joined Hanwha Corporation / Explosives March 1989 Joined HIROSE KOREA CO., LTD. July 2007 Chairman of WEIHAI HIROSE KOREA ELECTRIC CO., LTD. (to present) August 2007 Representative Director, the Employee Welfare Fund of HIROSE KOREA CO., LTD. (to present) June 2010 Executive Vice President and Representative Director of HIROSE KOREA CO., LTD. November 2011 President and Representative Director of HIROSE KOREA CO., LTD. (to present) June 2018 Director of the Company (to present)	0
		(Significant concurrent positions at other organizations) President and Representative Director of HIROSE KOREA CO., LTD. (Reasons for nomination as candidate for Director) The Company nominates him as a candidate for Director for another term because we believe he is well qualified for the position as he has supervised and managed major subsidiaries of the Group.	

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	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Outside</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Independent</div> Kensuke Hotta (October 12, 1938)	April 1962 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) June 1987 Director of The Sumitomo Bank, Limited June 1997 Representative Director and Executive Vice President of The Sumitomo Bank, Limited January 2001 Chairman of Morgan Stanley Japan Limited (currently Morgan Stanley MUFG Securities Co., Ltd.) June 2006 Outside Statutory Auditor of SEIREN CO., LTD. October 2007 Chairman and Representative Director of Hotta Sogo Jimusho K.K. (to present) January 2008 Advisory Director of Morgan Stanley Japan Securities Co., Ltd. (currently Morgan Stanley MUFG Securities Co., Ltd.) December 2008 Chairman and Representative Director of Greenhill & Co. Japan Ltd. June 2011 Outside Director of the Company (to present) May 2016 Senior Advisor of Greenhill & Co. Japan Ltd. June 2018 Outside Director of SEIREN CO., LTD. (to present) (Significant concurrent positions at other organizations) Chairman and Representative Director of Hotta Sogo Jimusho K.K. Outside Director of SEIREN CO., LTD.	0
(Reasons for nomination as candidate for Outside Director) The Company nominates him as a candidate for Outside Director for another term because he has been providing appropriate oversight on the management of the Company utilizing his considerable experience and in-depth knowledge as a corporate manager.			

Notes:

1. Mr. Kensuke Hotta is a candidate for Outside Director and Mr. Hotta's term of office as Outside Director will be eight years at the close of this General Meeting of Shareholders.
2. The Company has designated Mr. Hotta as an Independent Officer as stipulated by the Tokyo Stock Exchange and reported him as such to the exchange. If his reelection is approved, the Company intends to continue to designate him as an Independent Officer.
3. Mr. Hotta meets all criteria of the Company's Standards for Independence of Outside Officers.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Hotta, to limit his liability for damages to the effect that if such liability as stipulated in Article 423, Paragraph 1 of the Act is not resulting from serious negligence and his duties are conducted in good faith, the limit of the amount for which he is liable under such agreement shall be the sum of the amounts set forth in each item (minimum liability amount) of Article 425, Paragraph 1 of the Act. If his reelection is approved, the Company intends to continue the same agreement with him.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions at other organizations	Number of shares owned
9	<div style="text-align: center;"> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Outside</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Independent</div> </div> <p>Tetsuji Motonaga (August 4, 1960)</p>	<p>April 1985 Joined Nippon Yusen Kabushiki Kaisha (NYK LINE)</p> <p>January 1997 Joined Boston Consulting Group</p> <p>September 2001 Joined Fuji Seal, Inc.</p> <p>April 2003 Joined Jomon Associates Inc.</p> <p>August 2006 Established Ichthys Co., Ltd. Representative Director (to present)</p> <p>April 2015 Auditor of Keisei Medical Corporation (to present)</p> <p>October 2015 Board Chair of Japan Family Business Institute (to present)</p> <p>June 2017 Outside Director of the Company (to present)</p> <p>(Significant concurrent positions at other organizations) Representative Director of Ichthys Co., Ltd. Auditor of Keisei Medical Corporation Board Chair of Japan Family Business Institute</p>	0
<p>(Reasons for nomination as candidate for Outside Director)</p> <p>The Company nominates him as a candidate for Outside Director for another term because he has been providing appropriate oversight on the management of the Company utilizing his extensive track records and in-depth knowledge as a management consultant.</p>			

Notes:

1. Mr. Tetsuji Motonaga is a candidate for Outside Director and Mr. Motonaga's term of office as Outside Director will be two years at the close of this General Meeting of Shareholders.
2. The Company has designated Mr. Motonaga as an Independent Officer as stipulated by the Tokyo Stock Exchange and reported him as such to the exchange. If his reelection is approved, the Company intends to continue to designate him as an Independent Officer.
3. Mr. Motonaga meets all criteria of the Company's Standards for Independence of Outside Officers.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Motonaga, to limit his liability for damages to the effect that if such liability as stipulated in Article 423, Paragraph 1 of the Act is not resulting from serious negligence and his duties are conducted in good faith, the limit of the amount for which he is liable under such agreement shall be the sum of the amounts set forth in each item (minimum liability amount) of Article 425, Paragraph 1 of the Act. If his reelection is approved, the Company intends to continue the same agreement with him.

(Reference) Standards for Independence of Outside Directors

The Company selects Independent Outside Directors who satisfy the requirements of Independent Officer as stipulated by financial instruments exchanges and possess track records and relevant knowledge in their respective fields. More specifically, if an Outside Director does not fall under any of the following cases, the Outside Director is determined as having independence.

- In the case where the Outside Director is currently serving, or has once served during the past ten years, as an Executive of the Company or any of its subsidiaries
(An Executive refers to any Director (excluding Outside Director), Operating Officer and General Manager or above.)
- In the case where the Outside Director is currently serving as an executive of a company with which the Group engages in transactions, and the amount of the transactions exceeds 2% of consolidated net sales of any fiscal year among the last three fiscal years
- In the case where the Outside Director receives, as a legal or accounting expert or consultant, remuneration (excluding remuneration paid as a Director of the Company and remuneration paid to the organization or firm to which the Outside Director belongs) exceeding the average annual amount of ¥10 million directly from the Company during the last three fiscal years
- In the case where the Outside Director belongs to an organization such as corporation (which includes law firm, audit corporation, tax accountant corporation and consulting firm) and association, and remuneration received from the Company exceeds the higher of either 2% or more of the average annual amount of gross sales of the said organization such as corporation or association in the last three fiscal years or ¥100 million or more
- In the case where the Outside Director is currently an employee, etc., of an audit corporation that is the Accounting Auditor of the Company or any of its subsidiaries
- In the case where the Outside Director has once engaged in auditing operations for the Company or any of its subsidiaries as an employee, etc., of an audit corporation that is the Accounting Auditor of the Company or any of its subsidiaries during the last three years
- In the case where a relative within the second degree of consanguinity of the Independent Director is currently serving, or has once served in the past, as an Executive of the Company or any of its subsidiaries