

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 6235

March 9, 2018

To our shareholders:

Ihei Hayashi
Representative Director and President
Optorun Co., Ltd.
10-1, Takeno, Kawagoe-shi, Saitama

Notice of the 19th Annual General Meeting of Shareholders

You are cordially invited to attend the 19th Annual General Meeting of Shareholders of Optorun Co., Ltd. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please indicate your approval or disapproval of the proposals in the enclosed voting form, and then return the form to the Company by postal mail so that your vote is received by 5:30 p.m. on Tuesday, March 27, 2018 (JST).

[Gifts for Shareholders]

Please be aware that there will be no gifts for shareholders who attend the meeting.

1. Date and Time: Wednesday, March 28, 2018, at 10:00 a.m. (JST)
(Reception is scheduled to open at 9:00 a.m.)

2. Venue: Prince Hall, 3rd Floor, Kawagoe Prince Hotel
1-22, Shintomi-cho, Kawagoe-shi, Saitama

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 19th fiscal year (from January 1, 2017 to December 31, 2017), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors
2. The Non-consolidated Financial Statements for the 19th fiscal year (January 1, 2017 to December 31, 2017)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of Seven Directors

Please submit the enclosed voting form to the venue reception when attending the meeting.

Please note that any revisions made to the Reference Documents for the General Meeting of Shareholders, Business Report, and Non-consolidated and Consolidated Financial Statements are published online at the Company website (URL: <http://www.optorun.co.jp/en/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profit to shareholders a top priority of management and operates under the basic policy to pay stable dividends while giving full consideration to matters including future business development. Accordingly, the Company proposes to pay year-end dividends for the 19th fiscal year as follows:

1. Year-end dividends

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥40 per common share of the Company.

In this event, the total dividends will be ¥1,636,320,000.

(3) Effective date of dividends of surplus

The effective date of dividends will be March 29, 2018.

Proposal No. 2 Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Daiyu Son (August 14, 1948)	<p>Mar. 1976 Joined Suzhou Medicine Corp.</p> <p>Apr. 1991 Joined Shincron Co., Ltd.</p> <p>Aug. 1999 Established the Company General Manager of Production Technology Department and General Manager of Sales Department</p> <p>Dec. 1999 Director</p> <p>July 2000 Representative Director and President</p> <p>Dec. 2000 Chairman of OPTORUN (SHANGHAI) CO., LTD. (current position)</p> <p>Oct. 2013 Auditor of OPTORUN TAIWAN CO., LTD. (current position)</p> <p>Mar. 2014 Chairman of the Company (current position)</p> <p>June 2016 Director of TOKAI OPTRONICS CO., LTD (current position)</p>	3,030,000 shares
2	Ihei Hayashi (February 27, 1957)	<p>Feb. 1981 Joined Shanghai Semiconductor Device Laboratory</p> <p>Apr. 1993 Joined Tokyo Electronic Metallurgy Laboratory (current TDY Inc.)</p> <p>Aug. 2000 Joined the Company</p> <p>May 2001 Executive Officer and General Manager of Production Technology Division and General Manager of Production Department</p> <p>June 2001 Director</p> <p>Nov. 2003 Managing Director, Senior Executive Officer, General Manager of Production and Technology Department, and General Manager of Component Preparation Office</p> <p>Mar. 2006 Director</p> <p>Apr. 2006 Director and Senior Executive Officer</p> <p>May 2006 President of OPTORUN (SHANGHAI) CO., LTD.</p> <p>Apr. 2013 Vice Chairman of OPTORUN (SHANGHAI) CO., LTD. (current position)</p> <p>Oct. 2013 Chairman of OPTORUN TAIWAN CO., LTD. (current position)</p> <p>Mar. 2014 Representative Director and President, and Executive Officer of the Company</p> <p>Aug. 2016 President of OPTORUN (SHANGHAI) TRADING CO., LTD. (current position)</p> <p>Apr. 2017 Representative Director and President, Executive Officer, and General Manager of Production Management Department of the Company (current position)</p>	600,000 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Toshinori Takahashi (June 29, 1948)	<p>Apr. 1972 Joined The Nippon Credit Bank, Ltd. (current Aozora Bank, Ltd.)</p> <p>Apr. 1998 Director of Nippon Credit Bank Investment Management</p> <p>Apr. 1999 Managing Director of Nippon Credit Bank Investment Management</p> <p>June 1999 Joined Merrill Lynch Japan Securities Co., Ltd.</p> <p>Jan. 2001 Joined the Company Senior Executive Officer and CFO</p> <p>May 2001 Senior Executive Officer, General Manager of Management Division and General Manager of Corporate Planning Office</p> <p>June 2001 Director</p> <p>Oct. 2001 Director of OPTORUN (SHANGHAI) CO., LTD. (current position)</p> <p>Nov. 2003 Managing Director of the Company</p> <p>Apr. 2006 Director, Senior Executive Officer and General Manager of Management Department</p> <p>Oct. 2013 Director of OPTORUN TAIWAN CO., LTD. (current position)</p> <p>Aug. 2014 Director of Oporun USA, INC. (current position)</p> <p>Mar. 2017 Director, Senior Executive Officer, and General Manager of Management Department of the Company (current position)</p> <p>Certificates: U.S. Certified Public Accountant</p>	435,000 shares
4	* Min Rin (December 7, 1961)	<p>Apr. 1984 Deputy Director of Zhejiang Crystal Factory</p> <p>Apr. 1993 President of Taizhou wote Electronics Co., Ltd.</p> <p>Apr. 1997 Vice President of Zhejiang Crystal Electronics Group Co., Ltd.</p> <p>Aug. 2002 Chairman of Zhejiang Crystal-Optech Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company) Chairman of Zhejiang Crystal-Optech Co., Ltd.</p>	-

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	* Tetsuya Shimada (April 21, 1969)	<p>Jan. 1995 Joined Japan Vacuum Engineering Co., Ltd. (current ULVAC, Inc.)</p> <p>July 2009 Senior Manager of Engineering Department 1 of Advanced Electronics Equipment Division of Japan Vacuum Engineering Co., Ltd.</p> <p>July 2012 General Manager of Advanced Electronics Equipment Division of Japan Vacuum Engineering Co., Ltd. (current position)</p>	-
6	Takeshi Higuchi (July 3, 1943)	<p>Apr. 1967 Joined Fuji Photo Optical Co., Ltd. (current Fujifilm Corporation)</p> <p>June 1998 Managing Director of Fuji Photo Optical Co., Ltd.</p> <p>June 2000 President and Representative Director of Fuji Photo Optical Co., Ltd.</p> <p>Dec. 2005 Executive Officer and General Manager of Optical Device Division of Fuji Photo Film Co., Ltd.</p> <p>Nov. 2008 Director, Senior Vice President, and General Manager of Optical Device Division of Fujifilm Corporation</p> <p>June 2010 Director of Fujifilm Holdings Corporation</p> <p>June 2010 Director and Senior Vice President of Fujifilm Corporation</p> <p>June 2015 Outside Director of The Musashino Bank, Ltd. (current position)</p> <p>Mar. 2016 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Outside Director of The Musashino Bank, Ltd.</p>	-

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Naoko Yamazaki (December 27, 1970)	<p>Apr. 1996 Joined the National Space Development Agency of Japan (current Japan Aerospace Exploration Agency (JAXA))</p> <p>Sept. 2001 Authorized as an astronaut to board the International Space Station</p> <p>Apr. 2010 Served as a mission specialist on the Space Shuttle Discovery, and engaged the mission of assembling the International Space Station (STS-131 (19A))</p> <p>Aug. 2011 Resigned from JAXA</p> <p>Sept. 2011 Honorary Chairman of the Japan Abacus Education Association (current position)</p> <p>Apr. 2012 Visiting Professor of Ritsumeikan University (current position)</p> <p>July 2012 Member of the Committee on National Space Policy under the Cabinet Office (current position)</p> <p>May 2013 Visiting Professor of Joshibi University of Art and Design (current position)</p> <p>July 2015 Director of the Japanese Rocket Society and Chairman of the "Sorajo" Board (current position)</p> <p>Dec. 2015 Member of the Executive Committee and the Advisory Board for the International Robot Competition (current position)</p> <p>Mar. 2016 Outside Director of Nabtesco Corporation (current position)</p> <p>Apr. 2016 Specially Appointed Associated Professor, Graduate School of Advanced Integrated Studies in Human Survivability of Kyoto University (current position)</p> <p>Sept. 2017 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Member of the Committee on National Space Policy under the Cabinet Office</p> <p>Outside Director of Nabtesco Corporation (current position)</p>	-

- Notes:
1. New candidates for Director are indicated by an asterisk (*).
 2. There is no special interest between any of the candidates and the Company.
 3. Min Rin, Tetsuya Shimada, Takeshi Higuchi, and Naoko Yamazaki are candidates for outside Director.
 4. Matters regarding candidates for Director (excluding outside Directors)
Reasons for nomination as candidate for Director
Daiyu Son has led the management of the Company since its establishment as a founder of the Company. Daiyu Son possesses a broad track record that has improved business development and corporate value. The Company proposes the reelection of Daiyu Son as Director of the Company so that his extensive experience, performance and discretion related to corporate management may contribute to the management of the Company.
Ihei Hayashi has led all facets of business at the Company as Representative Director and President, and Executive Officer, and he has driven the growth of business at the Company. The Company proposes the reelection of Ihei Hayashi as Director of the Company so that his extensive experience, performance and discretion related to corporate management may contribute to the management of the Company.
Toshinori Takahashi has led the corporate management of the Company as Director, Senior Executive Officer, and General Manager of Management Department. The Company proposes the reelection of Toshinori Takahashi as Director of the Company so that his extensive experience, performance, high-level of expertise in finance and accounting as well as his discretion related to corporate management may contribute to the management of the Company.
 5. Matters regarding candidates for outside Director
Reasons for nomination as candidate for outside Director

Min Rin is Chairman of the Board of Zhejiang Crystal-Optech Co., Ltd., which is a shareholder of the Company, and he possesses extensive experience and a high-level of discretion in corporate management. The Company proposes the election of Min Rin as outside Director of the Company so that it can utilize his precise advice related to the management of the Company.

Tetsuya Shimada is the General Manager of Advanced Electronics Equipment Division of ULVAC, Inc., which is a shareholder of the Company, and he possesses extensive knowledge and experience related to vacuum technology. The Company proposes the election of Tetsuya Shimada as outside Director of the Company so that it can utilize his precise advice related to the management of the Company.

Takeshi Higuchi possesses extensive experience and a high-level of knowledge related to global corporate management. The Company proposes the reelection of Takeshi Higuchi as outside Director of the Company so that it can utilize his precise advice related to the management of the Company. Takeshi Higuchi is currently outside Director of the Company, and at the conclusion of the Annual General Meeting of Shareholders, his tenure as outside Director will have been two years.

Naoko Yamazaki possesses experience as an astronaut and broad knowledge and discretion in aerospace engineering. The Company proposes the reelection of Naoko Yamazaki as outside Director of the Company so that it can utilize her perspectives on corporate management and engineering technology in the corporate management of the Company.

Naoko Yamazaki is currently outside Director of the Company, and at the conclusion of the Annual General Meeting of Shareholders, her tenure as outside Director will have been six months.

6. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Takeshi Higuchi and Naoko Yamazaki to limit their liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. If the reelection of Takeshi Higuchi and Naoko Yamazaki is approved, the Company plans to renew the aforementioned agreements with them. Moreover, if the election of Min Rin and Tetsuya Shimada is approved, the Company plans to enter into the same limited liability agreements with them.
7. The Company has submitted notification to Tokyo Stock Exchange that Takeshi Higuchi and Naoko Yamazaki have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of Takeshi Higuchi and Naoko Yamazaki is approved, the Company plans for their appointment as independent officers to continue.