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(Securities Code 7701)
May 30, 2019

To Shareholders with Voting Rights:

Teruhisa Ueda
Representative Director, President & CEO
SHIMADZU CORPORATION
1, Nishinokyo Kuwabara-cho,
Nakagyo-ku, Kyoto, Japan

NOTICE OF THE 156TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 156th Annual General Meeting of Shareholders of SHIMADZU CORPORATION (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing (by submitting the enclosed Voting Rights Exercise Form) or by electromagnetic means (via the Internet etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Tuesday, June 25, 2019, Japan standard time (hereinafter JST).

1. Date and Time: Wednesday, June 26, 2019 at 10:00 a.m. (JST)

2. Place: Main Hall at the Head Office
1, Nishinokyo Kuwabara-cho, Nakagyo-ku, Kyoto, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the 156th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 156th Fiscal Year (April 1, 2018 - March 31, 2019)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors, Members of the Board
Proposal 3: Election of Two (2) Audit & Supervisory Board Members

Instructions for the Exercise of Voting Rights

The following methods are available for exercising voting rights. Please review the attached Reference Documents for the General Meeting of Shareholders from Page 3 onward and exercise your voting rights.

If you are able to attend the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and time: 10:00 a.m. Wednesday, June 26, 2019 (JST)

If you are unable to attend the meeting

You can exercise your voting rights in writing or by electromagnetic means.

- **Exercise of voting rights in writing**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form by mail so that we can receive it no later than the following deadline.

Deadline: 5:00 p.m. Tuesday, June 25, 2019 (JST)

- **Exercise of voting rights via the Internet etc.**

Please access the Company's designated website (<https://evote.tr.mufg.jp/>) from a computer, a smartphone, and/or a mobile phone, enter your "Login ID" and "Temporary Password", both of which are noted on the Voting Rights Exercise Form, follow the on-screen instructions and exercise your voting rights.

Deadline: 5:00 p.m. Tuesday, June 25, 2019 (JST)

For inquiries about the system and other matters, contact:

Securities Business Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: (0120) 173-027 (Toll Free) (available from 9:00 to 21:00) (Japan only)

<Electronic Platform for Exercising Voting Rights>

Institutional investors can use the Electronic Voting Platform operated by ICJ, Inc. if they submit an application to do so in advance.

Handling of duplicate voting

- 1) If the voting rights are exercised both in writing and by electromagnetic means and the vote for the same proposal differs, the exercise of voting rights by electromagnetic means shall be deemed valid.
- 2) If the voting rights are exercised by electromagnetic means multiple times and the vote for the same proposal differs, the last exercise of voting rights shall be deemed valid.

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- © Of the documents required to be appended to this Notice of Convocation as attachments, the Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, have been posted on the Company's website (<https://www.shimadzu.co.jp/>) in accordance with laws and regulations and Article 15 of the Articles of Incorporation of the Company, and are therefore not included in the attached documents. The Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements as well as the Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements were audited by the Accounting Auditor and the Audit & Supervisory Board as part of the Consolidated Financial Statements and the Non-consolidated Financial Statements in preparing the Audit Report.
 - © Should matters to be described in the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (<https://www.shimadzu.co.jp/>).

Reference Documents for the General Meeting of Shareholders

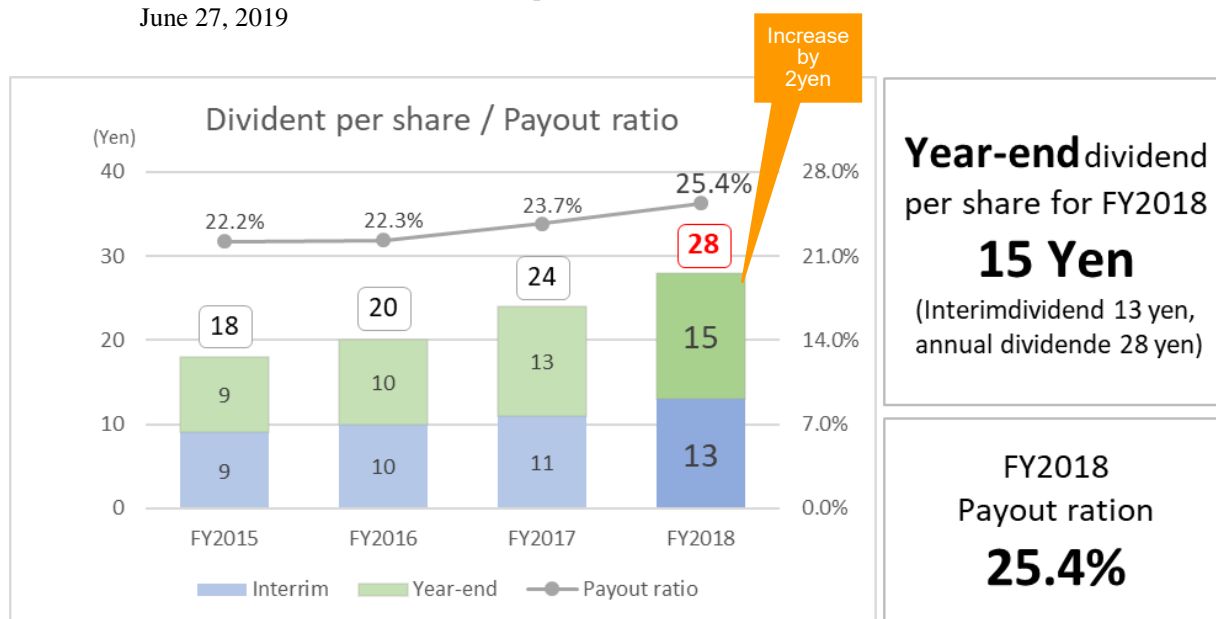
Proposals and References

Proposal 1: Appropriation of Surplus

The Company views the return of profits to shareholders as a key management objective. The Company's basic policy is to maintain stable dividends while taking into consideration earnings performance and cash flows comprehensively. The Company will utilize its internal reserves for investments that will lead to the Company's growth and increase the profitability over the medium- to long- term, such as capital, R&D, strategic and human resources investments.

Based on this policy, with respect to the appropriation of surplus (year-end dividend) for the fiscal year ended March 31, 2019, taking into consideration the earnings performance for the year and business development from now on, the Company proposes payment of a dividend of 15 yen per share, an increase of 2 yen per share as shown below. Combined with the interim dividend, the total annual dividend will be 28 yen per share, an increase of 4 yen from the previous fiscal year.

1. Type of dividend property
Cash
2. Matters related to the allotment of dividend property to shareholders and the total amount
15 yen per share of common stock of the Company
Total amount: 4,422,313,350 yen
3. Effective date of distribution of surplus
June 27, 2019




Proposal 2: Election of Eight (8) Directors, Members of the Board

The terms of office of all eight (8) Directors, Members of the Board will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight (8) Directors, Members of the Board.

The candidates for Director, Member of the Board are as follows.


No.	Name			Current positions and responsibilities at the Company	Attendance at Board of Directors' meetings
1	Akira Nakamoto	Reappointment		Chairman and Representative Director Chairman of the Board	100% (14/14)
2	Teruhisa Ueda	Reappointment		Representative Director, President & CEO	100% (14/14)
3	Yasuo Miura	Reappointment		Director, Member of the Board Senior Corporate Executive Officer In charge of Finance and Accounting, and Corporate Marketing General Manager, Tokyo Office	100% (14/14)
4	Koji Furusawa	Reappointment		Director, Member of the Board Senior Corporate Executive Officer In charge of Corporate Strategy Planning and Corporate Communication	100% (14/14)
5	Mitsuo Kitaoka	New appointment		Managing Executive Officer In charge of Corporate Research and Development General Manager, Technology Research Laboratory	-
6	Minoru Sawaguchi	Reappointment	Outside Director	Director, Member of the Board (part-time)	93% (13/14)
7	Taketsugu Fujiwara	Reappointment	Outside Director Independent Officer	Director, Member of the Board (part-time)	100% (14/14)
8	Hiroko Wada	Reappointment	Outside Director Independent Officer	Director, Member of the Board (part-time)	100% (14/14)

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
1	<p data-bbox="229 409 456 477">Akira Nakamoto (November 25, 1945)</p>  <p data-bbox="252 779 432 808"><Reappointment></p>	<p data-bbox="488 277 1182 539"> April 1969 Joined the Company June 2001 Director, Member of the Board June 2005 Managing Director June 2007 Senior Managing Director June 2009 President and Representative Director June 2013 CEO June 2015 Chairman and Representative Director (to present) June 2015 Chairman of the Board (to present) </p> <p data-bbox="488 568 1182 622"> [Significant concurrent positions] Outside Director, Furukawa Electric Co., Ltd. </p> <p data-bbox="488 703 1182 936"> [Reasons for nomination as a candidate for Director, Member of the Board] As the Chairman of the Board, Mr. Akira Nakamoto is running the Board appropriately and is striving to enhance corporate value by strengthening corporate governance. He has profound insight, abundant experience and a distinguished track record. Therefore, the Company expects that he is suitable to serve as a Director, Member of the Board in order to strengthen the Board's functions for decision-making on important matters and for monitoring and oversight of business execution, and has nominated him again as a candidate for Director, Member of the Board. </p>	<p data-bbox="1214 277 1401 331">61,602</p> <hr/> <p data-bbox="1214 338 1401 517"> Years served as Director, Member of the Board: 18 years (at the closing of this Meeting) </p> <hr/> <p data-bbox="1214 524 1401 703"> Attendance at Board of Directors' meetings in FY2018: 14/14 (100%) </p>

(Note) There are no special interests between Mr. Akira Nakamoto and the Company.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
2	<p data-bbox="263 436 422 504">Teruhisa Ueda (May 14, 1957)</p>  <p data-bbox="255 795 430 840"><Reappointment></p>	<p data-bbox="486 291 1141 638"> April 1982 Joined the Company June 2007 Corporate Officer June 2007 Deputy General Manager, Analytical and Measuring Instruments Division June 2011 Director, Member of the Board June 2011 General Manager, Analytical and Measuring Instruments Division June 2013 Managing Executive Officer June 2014 Senior Managing Executive Officer June 2015 President and Representative Director (to present) June 2015 CEO (to present) </p>	<p data-bbox="1228 291 1380 347">15,949</p> <hr/> <p data-bbox="1228 347 1380 459">Years served as Director, Member of the Board:</p> <p data-bbox="1228 459 1380 526">8 years (at the closing of this Meeting)</p> <hr/> <p data-bbox="1228 526 1380 694">Attendance at Board of Directors' meetings in FY2018: 14/14 (100%)</p>
		<p data-bbox="486 705 1380 974"> [Reasons for nomination as a candidate for Director, Member of the Board] Responsible for management of the Group as the CEO, Mr. Teruhisa Ueda is accurately conducting his duties at the Board of Directors in terms of decision-making on important matters and oversight of execution of business. Based on his strong leadership, abundant business experience and track record, the Company expects that he is suitable to serve as a Director, Member of the Board of the Company promoting the medium-term management plan and leading the Group to achieve sustainable growth and enhance corporate value, and has nominated him again as a candidate for Director, Member of the Board. </p>	

(Note) There are no special interests between Mr. Teruhisa Ueda and the Company.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
3	<p data-bbox="255 436 430 504">Yasuo Miura (April 25, 1957)</p>  <p data-bbox="255 795 430 840"><Reappointment></p>	<p data-bbox="486 291 1181 369">April 1980 Joined the Company April 2005 General Manager, Corporate Strategy Planning Department</p> <p data-bbox="486 380 1181 571">June 2007 Corporate Officer June 2009 President, Shimadzu Europa GmbH (Germany) June 2013 Director, Member of the Board (to present) June 2013 Managing Executive Officer June 2013 In charge of Finance (currently Finance and Accounting) and Corporate Marketing (to present)</p> <p data-bbox="486 582 1181 660">June 2015 General Manager, Tokyo Office (to present) June 2017 Senior Managing Executive Officer April 2019 Senior Corporate Executive Officer (to present)</p>	<p data-bbox="1228 291 1380 347">17,488</p> <hr/> <p data-bbox="1228 369 1380 548">Years served as Director, Member of the Board: 6 years (at the closing of this Meeting)</p> <hr/> <p data-bbox="1228 571 1380 716">Attendance at Board of Directors' meetings in FY2018: 14/14 (100%)</p>
		<p data-bbox="486 739 1380 963">[Reasons for nomination as a candidate for Director, Member of the Board] Responsible for Finance and Accounting and Corporate Marketing as a Senior Corporate Executive Officer, Mr. Yasuo Miura is fulfilling accountability to the Board and is involved in decision-making on important business execution. Based on his abundant experience and track record in sales operations and management of an overseas subsidiary and knowledge, the Company expects that he is capable of further contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Director, Member of the Board.</p>	


(Note) There are no special interests between Mr. Yasuo Miura and the Company.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
4	<p>Koji Furusawa (April 7, 1955)</p>  <p><Reappointment></p>	<p>April 1979 Joined the Company April 2000 Chief Representative, Shanghai Office, and General Manager, Analytical Instruments Division, Shimadzu (Hong Kong) Ltd. October 2003 General Manager, Scientific & Industrial Equipment Department, International Marketing Division, the Company June 2005 Deputy General Manager, International Marketing Division June 2007 Managing Director, Shimadzu (Hong Kong) Ltd. June 2009 Corporate Officer, the Company June 2013 Managing Executive Officer June 2017 Director, Member of the Board (to present) June 2017 Senior Managing Executive Officer June 2017 In charge of Corporate Strategy Planning, Investor Relations, and Public Relations (currently Corporate Communication) (to present) April 2019 Senior Corporate Executive Officer (to present)</p>	<p>6,219</p> <hr/> <p>Years served as Director, Member of the Board: 2 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2018: 14/14 (100%)</p>
		<p>[Reasons for nomination as a candidate for Director, Member of the Board] Responsible for Corporate Strategy Planning and Corporate Communication as a Senior Corporate Executive Officer, Mr. Koji Furusawa is fulfilling accountability to the Board and is involved in decision-making on important business execution. Based on his abundant experience and track record in as well as knowledge about international business and corporate management, the Company expects that he is capable of further contributing to the Group's sustainable growth and enhancement of corporate value, and has nominated him again as a candidate for Director, Member of the Board.</p>	

(Note) There are no special interests between Mr. Koji Furusawa and the Company.


No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
5	<p data-bbox="239 436 446 515">Mitsuo Kitaoka (December 5, 1956)</p>  <p data-bbox="239 806 446 840"><New appointment></p>	<p data-bbox="486 291 1189 403">April 1982 Joined the Company January 2007 General Manager, Research & Development Department, Analytical and Measuring Instruments Division</p> <p data-bbox="486 414 1189 526">June 2011 Deputy General Manager, Analytical and Measuring Instruments Division and General Manager, Research & Development Department, Analytical and Measuring Instruments Division</p> <p data-bbox="486 537 1189 571">June 2015 Corporate Officer</p> <p data-bbox="486 571 1189 616">June 2015 General Manager, Technology Research Laboratory (to present)</p> <p data-bbox="486 616 1189 649">June 2017 Managing Executive Officer (to present)</p> <p data-bbox="486 649 1189 705">June 2017 In charge of Corporate Research and Development (to present)</p>	<p data-bbox="1228 291 1380 369">10,085</p> <hr/> <p data-bbox="1228 392 1380 526">Years served as Director, Member of the Board: –</p> <hr/> <p data-bbox="1228 548 1380 705">Attendance at Board of Directors’ meetings in FY2018: –</p>
		<p data-bbox="486 728 1380 996">[Reasons for nomination as a candidate for Director, Member of the Board] Responsible for Corporate Research and Development as a Managing Executive Officer, Mr. Mitsuo Kitaoka is leading acquisition and creation of innovative technology, and development of new products, while being involved in decision-making on important business execution. Based on his abundant experience and track record in as well as knowledge about technology area, the Company expects that he is capable of revitalizing technology-related discussion at meetings of the Board of Directors and contributing to the Group’s sustainable growth and enhancement of added value, and has nominated him as a new candidate for Director, Member of the Board.</p>	

(Note) There are no special interests between Mr. Mitsuo Kitaoka and the Company.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
6	<p data-bbox="236 504 450 571">Minoru Sawaguchi (July 23, 1966)</p>  <p data-bbox="252 873 434 940"><Reappointment> <u>Outside Director</u></p>	<p data-bbox="486 291 1181 436">April 1993 Registered as attorney-at-law April 1993 Joined Mori Sogo Law Office (currently Mori Hamada & Matsumoto) (to present) June 2013 Director, Member of the Board of the Company (to present)</p>	<p data-bbox="1220 291 1388 347">0</p> <hr/> <p data-bbox="1220 347 1388 526">Years served as Director, Member of the Board: 6 years (at the closing of this Meeting)</p> <hr/> <p data-bbox="1220 526 1388 694">Attendance at Board of Directors' meetings in FY2018: 13/14 (93%)</p>
		<p data-bbox="486 705 1181 739">[Reasons for nomination as a candidate for Outside Director]</p> <p data-bbox="462 739 1388 1153">Mr. Minoru Sawaguchi has profound insight about management and oversight capabilities based on his abundant experience in corporate legal affairs and corporate governance. He has been vigorously stating his opinions and providing recommendations at meetings of the Board of Directors of the Company. In addition, as a member of the Nominating and/or Compensation Committee, he has been proactively engaged in discussions, enhancing the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. The Company expects that he is suitable for serving as a Director, Member of the Board overseeing management in order to achieve sustainable growth and enhancement of corporate value of the Group, and has nominated him again as a candidate for Outside Director. Although he has no experience of involvement in corporate management other than serving as an Outside Director, the Company expects that he is capable of performing duties as an Outside Director appropriately for the reasons stated above.</p>	


(Notes)

1. There are no special interests between Mr. Minoru Sawaguchi and the Company.
2. Mr. Minoru Sawaguchi is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Mr. Minoru Sawaguchi to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he is without knowledge and is not grossly negligent in performing his duties.
4. Mr. Minoru Sawaguchi satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 15. He is a partner attorney-at-law at Mori Hamada & Matsumoto. In the most recent fiscal year, the Company had no business relationship with Mori Hamada & Matsumoto.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	
7	<p>Taketsugu Fujiwara (February 19, 1947)</p>  <p><Reappointment> <input type="checkbox"/> Outside Director <input checked="" type="checkbox"/> Independent Officer</p>	<p>April 1969 Joined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corporation) June 2000 Director, Asahi Kasei June 2003 Senior Executive Officer, Asahi Kasei Corporation April 2009 Vice-Presidential Executive Officer, Asahi Kasei June 2009 Director, Asahi Kasei April 2010 President & Representative Director, Presidential Executive Officer, Asahi Kasei April 2014 Vice Chairman, Asahi Kasei June 2014 Retired as Director, Asahi Kasei June 2014 Director, Member of the Board of the Company (to present) June 2015 Standing Counsellor, Asahi Kasei June 2018 Counsellor, Asahi Kasei (to present) [Significant concurrent positions] Outside Director, KOKUYO Co., Ltd. Outside Director, IHI Corporation Outside Director, KONICA MINOLTA, INC. President, Japan Society for Safety Engineering</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Taketsugu Fujiwara has abundant experience and extensive insight as a manager through his involvement in management of a global company over many years. He has been vigorously stating his opinions and providing recommendations at meetings of the Board of Directors of the Company. In addition, as a member of the Nominating and/or Compensation Committee, he has been proactively engaged in discussions, enhancing the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. The Company expects that he is suitable for serving as a Director, Member of the Board overseeing management in order to achieve sustainable growth and enhancement of corporate value of the Group, and has nominated him again as a candidate for Outside Director.</p>	<p>Number of shares of the Company held: 3,044</p> <hr/> <p>Years served as Director, Member of the Board: 5 years (at the closing of this Meeting)</p> <hr/> <p>Attendance at Board of Directors' meetings in FY2018: 14/14 (100%)</p>

(Notes)

1. There are no special interests between Mr. Taketsugu Fujiwara and the Company.
2. Mr. Taketsugu Fujiwara is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Mr. Taketsugu Fujiwara to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he is without knowledge and is not grossly negligent in performing his duties.
4. Mr. Taketsugu Fujiwara satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated him as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 15. He serves as Counsellor of Asahi Kasei Corporation. Although the Company has a business relationship (sales of products) with Asahi Kasei, the amount of transactions with Asahi Kasei represents less than 0.1% of the Company's or Asahi Kasei's consolidated net sales for the most recent fiscal year and the ratios satisfy the independence standards (less than 2% of consolidated net sales) for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company.

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held:
8	<p data-bbox="263 548 422 616">Hiroko Wada (May 4, 1952)</p>  <p data-bbox="247 929 438 1030"><Reappointment> <u>Outside Director</u> <u>Independent Officer</u></p>	<p data-bbox="486 291 1181 750"> April 1977 Joined Procter & Gamble Sunhome Co., Ltd. (currently Procter & Gamble Japan K.K.) January 1998 Vice President, In charge of Corporate New Ventures, Asia, The Procter & Gamble Company (U.S.) March 2001 President and Representative Director, Dyson Ltd. April 2004 President and Representative Director, Chief Operating Officer, Toys”R”Us-Japan, Ltd. November 2004 Established Office WaDa (to present) May 2009 Outside Director, Aderans Holdings Co., Ltd. (currently Aderans Co., Ltd.) April 2016 Advisor, Nutraceuticals Division, Otsuka Pharmaceutical Co., Ltd. June 2016 Director, Member of the Board of the Company (to present) </p> <p data-bbox="486 784 1101 896"> [Significant concurrent positions] Outside Director, Coca-Cola Bottlers Japan Holdings Inc. Outside Director, Audit & Supervisory Committee Member, Unicharm Corporation </p>	<p data-bbox="1228 291 1380 392">2,221</p> <hr/> <p data-bbox="1228 448 1380 627"> Years served as Director, Member of the Board: 3 years (at the closing of this Meeting) </p> <hr/> <p data-bbox="1228 683 1380 851"> Attendance at Board of Directors’ meetings in FY2018: 14/14 (100%) </p>
		<p data-bbox="486 907 1388 1276"> [Reasons for nomination as a candidate for Outside Director] Ms. Hiroko Wada has a diverse management track record, including as an executive at the headquarters of a multinational company and as the president of Japanese subsidiaries of foreign companies, and great insight into global marketing. She has been vigorously stating her opinions and providing recommendations at meetings of the Board of Directors of the Company. In addition, as a member of the Nominating and/or Compensation Committee, she has been proactively engaged in discussions, enhancing the transparency and fairness of appointment, dismissal and remuneration of Directors, Members of the Board, Audit & Supervisory Board Members and Executive Officers. The Company expects that she is suitable for serving as a Director, Member of the Board overseeing management in order to achieve sustainable growth and enhancement of corporate value of the Group, and has nominated her again as a candidate for Outside Director. </p>	

(Notes)

1. There are no special interests between Ms. Hiroko Wada and the Company.
2. Ms. Hiroko Wada is a candidate for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
3. The Company has entered into an agreement with Ms. Hiroko Wada to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if she is without knowledge and is not grossly negligent in performing her duties.
4. Ms. Hiroko Wada satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated her as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 15. She is the Representative of Office WaDa. In the most recent fiscal year, the Company had no business relationship with Office WaDa.

Proposal 3: Election of Two (2) Audit & Supervisory Board Members


The terms of office of Audit & Supervisory Board Members Messrs. Koji Uematsu and Masahiro Nishio will expire at the closing of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Audit & Supervisory Board Members.

The candidates for Audit & Supervisory Board Member are as follows.

The Audit & Supervisory Board has previously given its approval to this proposal.

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held: 1,500 Years served as Audit & Supervisory Board Member: - Attendance at Board of Directors' meetings in FY2018: - Attendance at Audit & Supervisory Board's meetings in FY2018: -
1	<p>Makoto Koyazaki (March 2, 1962)</p> 	<p>January 1991 Joined the Company April 2011 General Manager, Planning Department, Shimadzu International Trading (Shanghai) Co., Ltd. (currently Shimadzu (China) Co., Ltd.) June 2012 General Manager, Corporate Strategy Planning Department April 2016 Representative Director & President, SHIMADZU GLC Ltd. April 2019 Senior Manager, Audit & Supervisory Board Members' Office, the Company (to present)</p>	
	<New appointment>	<p>[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Mr. Makoto Koyazaki has gained abundant business experience inside and outside Japan at the Company through his engagement in marketing, business development inside and outside Japan, formulation of company-wide corporate strategies at the Company as well as serving as president at a subsidiary, etc. In addition, he has a wide range of knowledge and experience in the Company's flagship analytical & measuring business. The Company expects that he is suitable to serve as an Audit & Supervisory Board Member in order to strengthen the audit structure of the Group advancing globalization and promoting new business development, and has nominated him as a new candidate for Audit & Supervisory Board Member.</p>	

(Note) There are no special interests between Mr. Makoto Koyazaki and the Company.

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held:
2	<p>Masahiro Nishio (September 9, 1952)</p>  <p><Reappointment></p> <p>Outside Audit & Supervisory Board Member</p> <p>Independent Officer</p>	<p>November 1974 Joined Yamato Accounting Office (currently KPMG AZSA LLC)</p> <p>March 1978 Registered as Certified Public Accountant</p> <p>January 2015 Established Nishio Certified Public Accountant Office (to present)</p> <p>June 2015 Audit & Supervisory Board Member, the Company (to present)</p> <p>[Significant concurrent positions] External Audit & Supervisory Board Member, Mandom Corporation Outside Auditor, Samco Inc.</p> <p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Mr. Masahiro Nishio has abundant experience and insight in accounting field through his engagement in accounting audits of listed companies as certified public accountant over many years. He also serves as Outside Audit & Supervisory Board Member at other companies and, based on those experiences, he has been vigorously expressing his opinions at meetings of the Board of Directors of the Company, fulfilling the role and responsibilities of the Company's Audit & Supervisory Board Member. Although he has no experience of direct involvement in corporate management, the Company expects that he is capable of performing duties as an Outside Audit & Supervisory Board Member appropriately for the reasons stated above.</p>	<p>0</p> <p>Years served as Audit & Supervisory Board Member: 4 years (at the closing of this Meeting)</p> <p>Attendance at Board of Directors' meetings in FY2018: 13/14 (93%)</p> <p>Attendance at Audit & Supervisory Board's meetings in FY2018: 17/17 (100%)</p>

(Notes)

1. There are no special interests between Mr. Masahiro Nishio and the Company.
2. Mr. Masahiro Nishio is a candidate for Outside Audit & Supervisory Board Member as stipulated in Article 2, Item 16 of the Companies Act.
3. The Company has entered into an agreement with Mr. Masahiro Nishio to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations if he is without knowledge and is not grossly negligent in performing his duties.
4. Mr. Masahiro Nishio satisfies the requirements for independent officers prescribed by the Tokyo Stock Exchange and the independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company. The Company designated him as an independent officer and filed a notification to the said exchange. The independence standards for Outside Directors and Outside Audit & Supervisory Board Members specified by the Company are available on Page 15. He is the President of Nishio Certified Public Accountant Firm. In the most recent fiscal year, the Company had no business relationship with Nishio Certified Public Accountant Firm.

(Reference)

Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members

An Outside Director or an Outside Audit & Supervisory Board Member (including candidates for such posts) is considered independent and is unlikely to have any conflicts of interest with general shareholders if none of the following applies.

- (1) A person for whom the Company is a major business partner (i.e. a person who received payments from the Company that represent 2% or more of its annual consolidated sales for the most recent fiscal year), or an executive officer thereof
- (2) A major business partner of the Company (i.e. a person who made payments to the Company that represent 2% or more of the Company's annual consolidated sales for the most recent fiscal year), or an executive officer thereof
- (3) A consultant, accounting professional, or legal professional who has received a large amount of monetary consideration or other property (10 million yen or more in the most recent fiscal year) from the Company besides compensation as a Director, Member of the Board or an Audit & Supervisory Board Member (If the person who has received such property is an organization such as a corporation or a union, a person who is affiliated with such organization)
- (4) A person to whom any of the items (1) through (3) applies during the most recent 12 months
- (5) A second-degree relative or closer of a person listed in items 1) through 3) below (excluding immaterial persons)
 - 1) A person listed in items (1) through (4) above
 - 2) An executive officer of a subsidiary of the Company (including a director who does not serve as an executive officer in the case of designation of an Outside Audit & Supervisory Board Member as an independent officer)
 - 3) A person to whom 2) applied during the most recent 12 months or who was an executive officer of the Company (including a director who does not serve as an executive officer in the case of designation of an Outside Audit & Supervisory Board Member as an independent officer) during the most recent 12 months