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(Stock Exchange Code 6506)
May 20, 2016

To Shareholders with Voting Rights:

Hiroshi Ogasawara
Representative Director, President
YASKAWA Electric Corporation
2-1 Kurosakishiroishi, Yahatanishi-ku
Kitakyushu, Japan

**NOTICE OF
THE 100TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

For those shareholders who suffered damages from the earthquake in Kumamoto and Oita prefectures and surrounding areas, we express our heartfelt sympathies and look forward to the earliest possible reconstruction and recovery.

You are cordially invited to attend the 100th Annual General Meeting of Shareholders of YASKAWA Electric 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, or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders that appears later in this document. If exercising your voting rights in writing, please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Wednesday, June 15, 2016, Japan time. If exercising your voting rights via the Internet, please follow the instructions of the “Information on exercising the voting rights via the Internet” (pages 3 through 4), access the website designated by the Company (<http://www.it-soukai.com/>), and exercise your voting rights by 5:00 p.m. on Wednesday, June 15, 2016, Japan time.

1. Date and Time: Thursday, June 16, 2016 at 10:00 a.m. Japan time (Open at 9:00 a.m.)

2. Venue: Head Office of the Company
2-1 Kurosakishiroishi, Yahatanishi-ku, Kitakyushu, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 100th Fiscal Year (March 21, 2015 - March 20, 2016), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company’s 100th Fiscal Year (March 21, 2015 - March 20, 2016)

Proposals to be resolved:

- Proposal 1:** Distribution of Surpluses
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of 6 Directors (Excluding Directors who are Members of Audit and Supervisory Committee)
Proposal 4: Election of 1 Substitute Director who is Member of Audit and Supervisory Committee

4. Matters related to exercise of Voting Rights

- (1) If you exercise your voting rights twice, once by the Voting Rights Exercise Form and once via the Internet, we will treat your Internet vote as the valid exercise of the voting rights, regardless of the time or date of arrival of your vote.
If you exercise your voting rights several times via the Internet, we will treat the most recent vote as the valid exercise of the voting rights.
- (2) If you wish to exercise your voting rights by proxy, please appoint one proxy who is a shareholder of the Company possessing voting rights. The proxy is cordially requested to submit a document certifying the status as proxy at the reception desk upon arrival.

END

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.yaskawa.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surpluses

We make it a basic policy to pay dividends in comprehensive consideration of the performance and financial conditions of the current fiscal year, business development in the future, and other factors, and to pay them in a stable and continuous fashion.

Year-end dividend

The year-end dividend for the current fiscal year is proposed as follows.

- (1) Type of assets to be distributed to shareholders as dividends
Cash
- (2) Allotment of dividends to shareholders and the total amount
¥10 per common share of the Company
Total amount of dividends: ¥2,665,721,460
- (3) Effective date of distribution of surplus
June 17, 2016

The annual dividend, together with the midterm dividend of ¥10, will be ¥20 per share.

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) In order to implement more flexible capital and dividend policies, the Company is to make amendments to the current Articles of Incorporation that will allow the Company to distribute surplus by resolutions of the Board of Directors, in accordance with the provisions of Paragraph 1, Article 459 of the Companies Act. Specifically, Article 35 (Organs that Determine Distribution of Surpluses) of the proposed amendment is to be established; Article 7 (Acquisition of Own Shares) and Article 37 (Midterm Dividends) of the current Articles of Incorporation are to be deleted because their contents partly overlap those of Article 35 of the proposed amendment; and Article 36 (Record Date for Distribution of Surpluses) of the proposed amendment is to be established.
- (2) We believe that the transition to a company with audit and supervisory committee will enable the Board of Directors of the Company to have a structure conducive to the thorough fulfillment of their roles and responsibilities for corporate governance. We therefore consider it desirable that the resolution on dividend distribution, etc. be delegated to the Board of Directors, from the viewpoint of ensuring flexible and specialized management decisions by the Board of Directors.
- (3) The amendments to the Articles of Incorporation are not proposed with the intention of eliminating the shareholders' right to make proposals.
- (4) As a result of the above establishment and deletion of the applicable articles, the remaining articles are to be renumbered.

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current	Proposed amendment
<p><u>(Acquisition of Own Shares)</u> Article 7. The Company may acquire its own shares through market transactions by a resolution of the Board of Directors in accordance with the provisions of Paragraph 2, Article 165 of the Companies Act.</p>	<p>(Deleted)</p>
<p>Article 8. to 35. (Omitted)</p>	<p>Article 7. to 34. (Unchanged)</p>
<p><u>(Distribution of Surpluses)</u> Article 36. The surplus shall be distributed to the shareholders or the registered pledgees, if any, entered or recorded in the latest Register of Shareholders as of the last day of each business year.</p>	<p><u>(Organs that Determine Distribution of Surpluses)</u> Article 35. Unless otherwise provided for in the laws and regulations, the Company may determine distribution of surplus and other matters provided for in Paragraph 1, Article 459 of the Companies Act by a resolution of the Board of Directors.</p>
<p><u>(Midterm Dividends)</u> Article 37. The Company may, by a resolution of the Board of Directors, distribute a midterm dividend to the shareholders or the registered pledgees, if any, entered or recorded in the latest Register of Shareholders as of September 20 of each year.</p>	<p><u>(Record Date for Distribution of Surpluses)</u> Article 36. The Company's record dates for distribution of surpluses shall be March 20 and September 20 of each year.</p>
<p>Article 38. (Omitted)</p>	<p>Article 37. (Unchanged)</p>

Proposal 3: Election of 6 Directors (Excluding Directors who are Members of Audit and Supervisory Committee)

The terms of office of all 6 Directors (Excluding Directors who are members of Audit and Supervisory Committee; the same interpretation shall apply hereinafter in this Proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The Audit and Supervisory Committee has expressed an opinion to the effect that each candidate is qualified to serve as a Director of the Company, in light of the nomination procedures applied by the Nomination Advisory Committee and the execution of duties and performance results of each candidate in the current fiscal year.

The candidates are as follows:

Candidates for Director (* indicates a new candidate for Director.)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
1	Junji Tsuda (March 15, 1951)	March 1976 June 2005 June 2009 March 2010 March 2013 March 2016	Joined the Company Director; General Manager, Drives Div., Motion Control Div. Managing Director; General Manager, Robotics Div. President (Representative Director) Representative Director; Chairman of the Board; President Representative Director; Chairman of the Board (to present)	36,300
		[Reasons for nominating him as a candidate for Director] The Company nominates him as a candidate for Director based on his rich experience, insight, etc.		
2	Hiroshi Ogasawara (September 19, 1955)	March 1979 June 2006 March 2007 March 2011 June 2013 March 2015 March 2016	Joined the Company Director Director; General Manager, Drives Div. Director; General Manager, Motion Control Div. Director; Corporate Senior Vice President Representative Director; Corporate Executive Vice President Representative Director; President; In charge of human resources development; General Manager, Technology & Development Div.; Manager, Diversity Management Div. (to present)	17,100
		[Reasons for nominating him as a candidate for Director] The Company nominates him as a candidate for Director based on his rich experience, insight, etc.		
3	Shuji Murakami (April 21, 1959)	March 1982 June 2008 June 2012 March 2014 March 2016	Joined the Company Director; Manager, Corporate Planning Div. Director; Corporate Vice President Director; Corporate Senior Vice President Representative Director; Corporate Executive Vice President; In charge of CSR & compliance; In charge of administration; General Manager, Corporate Planning Div. (to present)	28,690
		[Reasons for nominating him as a candidate for Director] The Company nominates him as a candidate for Director based on his rich experience, insight, etc., including his experience being in charge of corporate planning and the working experience he garnered while stationed overseas.		
4	Yoshikatsu Minami (October 31, 1959)	December 1983 June 2008 June 2012 June 2015 March 2016	Joined the Company Director Corporate Vice President; General Manager, Robotics Div. Director; Corporate Senior Vice President Director; Corporate Senior Vice President; In charge of ICT strategy; General Manager, Production Management & Operations Div.; General Manager, Export Administration Div. (to present)	18,507
		[Reasons for nominating him as a candidate for Director] The Company nominates him as a candidate for Director based on his rich experience, insight, etc., including his experience as supervisor of the Company's local subsidiaries overseas.		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Yuji Nakayama (May 17, 1960)	March 1983	Joined the Company	17,300
		June 2010	Director	
		June 2012	Corporate Vice President	
		June 2013	Director; Corporate Vice President; General Manager, Finance & Accounting Div. (to present)	
		[Reasons for nominating him as a candidate for Director] The Company nominates him as a candidate for Director based on his rich experience, insight, etc. including his experience as a supervisor of business plans and the working experience he garnered while stationed overseas.		
6	Koichi Takamiya (July 12, 1960)	March 1983	Joined the Company	12,335
		June 2010	Director	
		June 2012	Corporate Vice President	
		March 2015	Corporate Vice President; General Manager, Corporate Marketing Div.	
		March 2016	Corporate Senior Vice President; General Manager, Corporate Marketing Div. (to present)	
		[Significant concurrent positions] • Chairman, Yaskawa Tsusho (Shanghai) Co., Ltd.		
		[Reasons for nominating him as a candidate for Director] The Company nominates him as a candidate for Director based on his rich experience, insight, etc., including his experience as a supervisor of the Company's local subsidiaries overseas.		

(Note) There are no special interests between each candidate for Director and the Company.

Proposal 4: Election of 1 Substitute Director who is Member of Audit and Supervisory Committee

In preparation for the event that the number of directors who are members of Audit and Supervisory Committee (hereinafter referred to as “Member(s) of Audit and Supervisory Committee” in this Proposal) falls below the required number provided for in laws and regulations, the election in advance of 1 substitute Member of Audit and Supervisory Committee is proposed.

If Mr. Masafumi Takeshita assumes office as a Member of Audit and Supervisory Committee in place of another Member of Audit and Supervisory Committee, his term of office shall be the remaining term of office of his predecessor, in accordance with the provisions of the Articles of Incorporation of the Company.

This resolution shall remain effective until the commencement of the next Annual General Meeting of Shareholders.

Audit and Supervisory Committee has given its consent to this proposal.

The candidate for substitute Member of Audit and Supervisory Committee is as follows:

Candidate for substitute Member of Audit and Supervisory Committee

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Masafumi Takeshita (May 8, 1961)	April 1986 Joined KUROSAKI REFRACTORIES CO.,LTD. (currently KROSAKI HARIMA CORPORATION) April 2014 General Manager, Administration & Personnel Division; KROSAKI HARIMA CORPORATION April 2015 Corporate Officer; General Manager, Administration & Personnel Division; KROSAKI HARIMA CORPORATION (to present) [Significant concurrent positions] • Corporate Officer; General Manager, Administration & Personnel Division; KROSAKI HARIMA CORPORATION	0

(Notes)

1. The Company proposes that Mr. Masafumi Takeshita, a candidate for a substitute Member of Audit and Supervisory Committee, be elected as a substitute Outside Director who is Member of Audit and Supervisory Committee. The Company believes that he meets the requirements for Independent Directors as stipulated in the Securities Listing Regulations of the Tokyo Stock Exchange.
2. Mr. Masafumi Takeshita, a candidate for a substitute Member of Audit and Supervisory Committee, does not correspond to any of the following with regard to the independence of Outside Directors, besides the qualifications described in 1 above. Therefore, the Company believes that his independence will be ensured.
 - A person who works for or once worked for organizations that are the Company’s major shareholders.
 - A person who works for or once worked for the Company’s main bank or other principal lenders of the Company.
 - A person who works for or once worked for the Company’s lead managing underwriter.
 - A person who works for or once worked for organizations that are the Company’s main business partners.
 - A person who works for or once worked for the Company’s audit corporation.
 - A person with whom the Company engages, or has engaged in the past, in a material transaction such as a consulting and advisory contract.
3. There are no special interests between the Company and Mr. Masafumi Takeshita, a candidate for a substitute Member of Audit and Supervisory Committee.
4. Reasons for nominating him as a candidate for substitute Outside Director, and the contract for limitation of liability with the candidate for substitute Member of Audit and Supervisory Committee
 - (1) Reasons for nominating him as a candidate for substitute Outside Director
Mr. Masafumi Takeshita has gained experience by serving in managerial posts, etc. in the sales division and supervising and administrative divisions of a corporation. In light his experience, the Company believes that he is capable of significantly contributing to the Company’s management as an Outside Director, and accordingly nominates him as a candidate for substitute Outside Director.
 - (2) Contract for limitation of liability with the candidate for substitute Member of Audit and Supervisory Committee
If Mr. Masafumi Takeshita assumes office as a Director who is Member of Audit and Supervisory Committee, the Company will, in accordance with the provisions of Paragraph 1, Article 427 of the Companies Act, enter into a contract with him for limitation of the liabilities for damages stipulated in Paragraph 1, Article 423 of the same Act. The maximum amount of liability under the contract shall be the amount as provided for in the provisions of Paragraph 1, Article 425 of the same Act.