

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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6506)
May 9, 2018

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 102ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 102nd 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 appear 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 Monday, May 28, 2018, Japan time. If exercising your voting rights via the Internet, please access the website designated by the Company (<https://soukai.mizuho-tb.co.jp/>), and exercise your voting rights by 5:00 p.m. on Monday, May 28, 2018, Japan time.

- 1. Date and Time:** Tuesday, May 29, 2018 at 10:00 a.m. Japan time (Open at 9:00 a.m.)
(Note) The date of the meeting does not correspond with the date of the previous Annual General Meeting of Shareholders (June 15, 2017) because the Company changed its fiscal year-end from March 20 to the last day of February.
- 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 102nd Fiscal Year (March 21, 2017 - February 28, 2018), 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 102nd Fiscal Year (March 21, 2017 - February 28, 2018)
- Proposals to be resolved:**
- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of 6 Directors (Excluding Directors who are Members of Audit and Supervisory Committee)
- Proposal 3:** Election of 2 Directors who are Members of Audit and Supervisory Committee
- Proposal 4:** Revision of Remuneration Amount for Directors who are Members 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.

The Company's website (<https://www.yaskawa.co.jp/>)

Reference Documents for General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) In order to align the business operations of the Company to its current activities, the Company will make partial amendments to Article 2 (Purpose) of the current Articles of Incorporation.
- (2) With the aim of improving business execution oversight function and strengthening the management monitoring function, the Company will increase the number of Directors who are Members of the Audit and Supervisory Committee, as stipulated in Article 19 (Number of Directors) of the current Articles of Incorporation, by 1 Director to no more than 6 Directors.
- (3) In order to make it clear that officers with titles can be appointed from among personnel who are not Directors for the purpose of establishment of an optimum and flexible management structure, the Company will amend Article 21 (Directors with Titles and Representative Directors) of the current Articles of Incorporation.
- (4) In conjunction with the amendment stated in (3) above, the Company will also amend Article 13 (Convocation) and Article 14 (Chairman) of the current Articles of Incorporation concerning convocation and chairman of a General Meeting of Shareholders so that a General Meeting of Shareholders will be convened and presided over by a Representative Director who has been assigned beforehand by the Board of Directors.

2. Description of amendments

Descriptions of the amendments are as follows:

(Amended parts are underlined.)

Current	Proposed amendment
(Trade Name) Article 1. (Omitted)	(Trade Name) Article 1. (Unchanged)
(Purpose) Article 2. The purpose of the Company shall be to carry on the following businesses:	(Purpose) Article 2. The purpose of the Company shall be to carry on the following businesses:
1) – 5) (Omitted)	1) – 5) (Unchanged)
6) <u>Purchase, sale, lease, management, and brokerage of real estate;</u> 7) <u>Advertising agency business, non-life insurance agency business and soliciting for life insurance;</u> 8) <u>Management of restaurants;</u> 9) <u>Management consultant business;</u> 10) <u>Worker dispatch services;</u> 11) <u>Security services;</u> 12) <u>Money lending business;</u> 13) <u>Fee-based employment agency services;</u> 14) <u>Business relating to generation and sale of electric power;</u> 15) <u>Any other business related to the businesses provided in the preceding items.</u>	6) – 13) (Deleted) 6) Business relating to generation and sale of electric power; 7) Any other business related to the businesses provided in the preceding items.
2. (Omitted)	2. (Unchanged)

Articles 3. - 12. (Omitted)	Articles 3. - 12. (Unchanged)
(Convocation) Article 13. (Omitted) 2. Unless otherwise provided in relevant laws or regulations, a General Meeting of Shareholders shall be convened by <u>the Chairman of the Board or the President</u> in accordance with a resolution of the Board of Directors. In the case where <u>neither the Chairman of the Board nor the President is able</u> to act, another Director shall convene the General Meeting of Shareholders.	(Convocation) Article 13. (Unchanged) 2. Unless otherwise provided in relevant laws or regulations, a General Meeting of Shareholders shall be convened by a <u>Representative Director who has been assigned beforehand by the Board of Directors</u> . In the case where <u>the said Representative Director is unable</u> to act, another Director shall convene the General Meeting of Shareholders <u>in accordance with the order set beforehand by the Board of Directors</u> .
(Chairman) Article 14. <u>The Chairman of the Board or the President</u> shall preside over a General Meetings of Shareholders 2. In the case where <u>neither the Chairman of the Board nor the President is able</u> to act, another Director shall preside.	(Chairman) Article 14. <u>Representative Director who has been assigned beforehand by the Board of Directors</u> shall preside over a General Meetings of Shareholders. 2. In the case where <u>the Representative Director in the preceding paragraph is unable</u> to act, another Director shall preside <u>in accordance with the order set beforehand by the Board of Directors</u> .
Articles 15. - 18. (Omitted)	Articles 15. - 18. (Unchanged)
(Number of Directors) Article 19. (Omitted) 2. The Company shall have no more than <u>5</u> Directors who are members of the Audit and Supervisory Committee.	(Number of Directors) Article 19. (Unchanged) 2. The Company shall have no more than <u>6</u> Directors who are members of the Audit and Supervisory Committee.
(Method of Appointment) Article 20. (Omitted)	(Method of Appointment) Article 20. (Unchanged)
(<u>Directors with Titles</u> and <u>Representative Directors</u>) Article 21. The Board of Directors can appoint, by resolution, one <u>Chairman</u> of the Board and one President, and an appropriate number of each of Executive Vice Presidents, Executive Managing Directors and Managing Directors. 2. The Board of Directors shall appoint, by resolution, the Representative Directors.	(<u>Representative Directors</u> and <u>Officers with Titles, etc.</u>) Article 21. The Board of Directors shall appoint, by resolution, the Representative Directors. 2. The Board of Directors can appoint, by resolution, one Chairman of the Board and one President, and an appropriate number of each of Executive Vice Presidents, Executive Managing Directors and Managing Directors.
Articles 22. - 37. (Omitted)	Articles 22. - 37. (Unchanged)

Proposal 2: 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

No.	Name	Current Positions and Responsibilities, etc.	
1	Junji Tsuda	Representative Director; Chairman of the Board	Reappointment
2	Hiroshi Ogasawara	Representative Director; President; In charge of human resources development; Manager, ICT Strategy Div.	Reappointment
3	Shuji Murakami	Representative Director; Corporate Executive Vice President; In charge of CSR & compliance; In charge of administration; General Manager, Corporate Planning Div.	Reappointment
4	Yoshikatsu Minami	Director; Corporate Senior Vice President; General Manager, Production Management & Operations Div.; General Manager, Export Administration Div.	Reappointment
5	Koichi Takamiya	Director; Corporate Senior Vice President; General Manager, Sales Div.; Chairman; YASKAWA TSUSHO (SHANGHAI) CO., LTD.	Reappointment
6	Yuji Nakayama	Director; Corporate Vice President; General Manager, Human Resources & General Affairs Div.	Reappointment

Reappointment: Candidate for reappointed 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) <u>Reappointment</u>	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)	41,300
		[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) <u>Reappointment</u>	March 1979 June 2006 March 2007 March 2011 June 2013 March 2015 March 2016 March 2017 March 2018	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 Representative Director; President; In charge of Human Resources Development; Manager, Diversity Management Div. Representative Director; President; In charge of Human Resources Development; Manager, ICT Strategy Div. (to present)	23,000
		[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) <u>Reappointment</u>	March 1982 June 2008 June 2012 March 2014 March 2016 March 2017	Joined the Company Director; Manager, Corporate Planning Div. Director; Corporate Vice President Director; Corporate Senior Vice President Representative Director; Corporate Executive Vice President Representative Director; Corporate Executive Vice President; In charge of CSR & Compliance; In charge of administration; General Manager, Corporate Planning Div. (to present)	32,690
		[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) <u>Reappointment</u>	December 1983 June 2008 June 2012 June 2015 March 2017 March 2018	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. Director; Corporate Senior Vice President; General Manager, Production Management & Operations Div.; General Manager, Export Administration Div. (to present)	20,707
		[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	Koichi Takamiya (July 12, 1960) <u>Reappointment</u>	March 1983	Joined the Company	14,313
		June 2010	Director	
		June 2012	Corporate Vice President	
		March 2015	Corporate Vice President; General Manager, Corporate Marketing Div.	
		June 2016	Director; Corporate Senior Vice President	
		March 2017	Director; Corporate Senior Vice President; General Manager, Corporate Marketing Div.; General Manager, Tokyo Office	
		March 2018	Director; Corporate Senior Vice President; General Manager, Sales 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.			
6	Yuji Nakayama (May 17, 1960) <u>Reappointment</u>	March 1983	Joined the Company	19,400
		June 2010	Director	
		June 2012	Corporate Vice President	
		June 2013	Director; Corporate Vice President	
		March 2017	Director; Corporate Vice President; General Manager, Human Resources & General Affairs 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.			

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

Proposal 3: Election of 2 Directors who are Members of Audit and Supervisory Committee

Mr. Masahiko Oda, Director who is a Member of Audit and Supervisory Committee, will resign at the conclusion of this General Meeting of Shareholders. Further, with the aim of improving business execution oversight function and strengthening management monitoring function, the Company will increase the number of Directors who are Members of Audit and Supervisory Committee by 1 on condition that Proposal 1 “ Partial Amendments to the Articles of Incorporation“ is approved as proposed. Accordingly, the election of 2 Directors who are Members of Audit and Supervisory Committee is proposed.

Mr. Koichi Tsukahata is nominated and will be elected as a substitute of Mr. Masahiko Oda, and his term of office shall be the remaining term of office of the resigned Director who is a Member of Audit and Supervisory Committee, in accordance with the provisions of Article 22, Paragraph 3 of the Articles of Incorporation of the Company.

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

The candidates for Directors who are Members of Audit and Supervisory Committee are as follows:

Candidates for Directors who are Members of Audit and Supervisory Committee

No.	Name	Current Positions and Responsibilities, etc.	
1	Koichi Tsukahata	Trustee; In charge of audit	<input type="checkbox"/> New
2	Junko Sasaki		<input type="checkbox"/> New/ <input type="checkbox"/> Outside/ <input type="checkbox"/> Independent

New: New candidate for Director who is Member of Audit and Supervisory Committee

Outside: Candidate for Outside Director who is Member of Audit and Supervisory Committee

Independent: Independent Director as stipulated by Stock Exchange, etc.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Koichi Tsukahata (September 22, 1960) <u>New</u>	March 1985	Joined the Company	6,803
		March 2009 June 2010 March 2013 March 2018	Motion Control Div.; General Manager, Yawata Factory Deputy General Manager, Motion Control Div. Trustee; Director, President; YASKAWA ELECTRIC (SHENYANG) CO., LTD. Trustee; In charge of audit (to present)	
[Reasons for nominating him as a candidate for Director who is Member of Audit and Supervisory Committee] The Company believes that he is qualified as a Member of Audit and Supervisory Committee to oversee the management of the Company based on the extensive experience and insight he has gained through his career such as serving as a divisional Deputy General Manager and managing the Company's local subsidiaries.				
2	Junko Sasaki (January 12, 1960) <u>New/Outside/Independent</u>	April 1983	Joined IBM Japan Ltd	0
		January 2007 January 2011 December 2016	Executive Officer, APAC & Japan Technical Sales Support, IBM Japan Ltd Joined Microsoft Japan Co., Ltd. Executive; General Manager, Customer Service & Support Joined Sartorius Japan K.K. President & CEO	
[Reasons for nominating her as a candidate for Director who is Member of Audit and Supervisory Committee] The Company believes that her wealth of expertise, experience and insight as corporate management specialist gained through her career such as serving as officer in global enterprises will be significantly beneficial to the Company to aim for the expansion of global transactions, and that she is qualified to oversee the management of the Company from an objective viewpoint as Outside Director.				

(Notes)

1. There are no special interests between both candidates for Director and the Company.
2. Ms. Junko Sasaki is a candidate for Outside Director. The Company has designated the current Outside Directors, Mr. Yoshiki Akita, Mr. Kazumasa Tatsumi and Mr. Junichi Sakane as Independent Directors as stipulated by the Tokyo Stock Exchange and has filed them with the Exchange. Ms. Junko Sasaki meets the requirements for Independent Directors as stipulated by the Tokyo Stock Exchange, and the Company will designate her as an Independent Director if her election is approved.
3. Ms. Junko Sasaki, a candidate for Outside Director, 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 her 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.
4. The Company has, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, entered into a contract with each of the current Directors who are Members of Audit and Supervisory Committee for limitation of the liabilities for damages stipulated in Article 423, Paragraph 1 of the same Act. The maximum amount of liability under the contract shall be the minimum liability amount as provided for in the provisions of Article 425, Paragraph 1 of the same Act. If the election of both candidates is approved, the Company will enter into a liability limitation contract with them under the same conditions.

Proposal 4: Revision of Remuneration Amount for Directors who are Members of Audit and Supervisory Committee

The total amount of remunerations for Directors who are Members of Audit and Supervisory Committee was approved at the 99th Annual General Meeting of Shareholders held on June 18, 2015 to be ¥100 million or less per year, and it is still in effect today. Taking into account the fact that the number of Directors who are Members of Audit and Supervisory Committee will be increased by 1 if Proposals 1 and 3 are approved as proposed, the Company proposes that the total amount of remunerations be increased to ¥120 million or less per year.

The number of Directors who are Members of Audit and Supervisory Committee is currently 5, and if Proposals 1 and 3 are approved as proposed, the number of Directors who are Members of Audit and Supervisory Committee will be 6 at the conclusion of this Annual General Meeting of Shareholders.

The resolution of this Proposal shall become effective under the condition that the amendments to the Articles of Incorporation in Proposal 1: Partial Amendments to the Articles of Incorporation takes effect.

This proposal was considered among Members of Audit and Supervisory Committee based on the results of deliberations at the Remuneration Advisory Committee, and it was concluded that there are no special matters to be stated at a General Meeting of Shareholders as stipulated in the provisions of the Companies Act.

END