

June 3, 2015

To Our Shareholders with Voting Rights

Kimikazu Aida
President and CEO
AIDA ENGINEERING, LTD.
2-10 Ohyama-cho, Midori-ku, Sagami-hara,
Kanagawa 252-5181, Japan

Notice of the 80th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to take this opportunity to express our sincere appreciation for your support. You are cordially invited to attend the 80th Ordinary General Meeting of Shareholders of AIDA ENGINEERING, LTD. (hereinafter, the "Company"), to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electromagnetic means (the Internet etc.). Please review the Reference Documents for the General Meeting of Shareholders provided in the following pages and exercise your voting rights by no later than 6:00 p.m., Wednesday, June 24, 2015.

1. Date: 10:30 a.m., Thursday, June 25, 2015
2. Place: The conference room of the Company
2-10 Ohyama-cho, Midori-ku, Sagami-hara, Kanagawa, Japan
3. Objectives of the Meeting:
Reports:
 1. Report on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 80th Fiscal Year (from April 1, 2014 to March 31, 2015)
 2. Audit Reports of the Accounting Auditors and the Board of Statutory Auditors on the Consolidated Financial Statements for the 80th Fiscal Year (from April 1, 2014 to March 31, 2015)

Agenda:

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| Proposal 1 | Appropriation of Retained Earnings |
| Proposal 2 | Partial Amendment to the Articles of Incorporation |
| Proposal 3 | Election of Nine (9) Directors |

4. Other matters regarding this Notice

- (1) Among the documents to be provided in this Notice, the Consolidated Statements of Changes in Net Assets, the Notes to Consolidated Financial Statements, the Non-Consolidated Statements of Changes in Net Assets, and the Notes to Non-Consolidated Financial Statements are posted on the Company's website (<http://www.aida.co.jp>) pursuant to applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company.
- (2) If circumstances occur that may require changes to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements, and the Consolidated Financial Statements, such changes shall be posted on the Company's website (<http://www.aida.co.jp>) on the Internet.
- (3) You may exercise your voting rights by proxy by having another shareholder who holds voting rights attend the General Meeting of Shareholders on your behalf. Please note, however, that a document evidencing the authority of proxy must be submitted.

(Information)

- For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting. Also, please bring this Notice with you for resource-saving purposes.
- Proceedings on the day will be in Japanese. Please note that we will not provide an interpreter.

Reference Documents for the General Meeting of Shareholders

Proposals and references

Proposal 1-Appropriation of Retained Earnings

The Company strives to increase its corporate value and to ensure continuous growth of earnings per share by strengthening its operation basis, improving Company quality and by carrying out its operation from a global perspective, while recognizing that improvement of profit distribution to shareholders is one of our most important management issues.

Our basic policy on dividends is to give priority to maintaining and ensuring stable dividends in consideration of dividend on equity (DOE), and allocate profits targeting 30% of the consolidated dividend payout ratio in conjunction with the performance of each fiscal year, while taking into account such matters as stability of the business base and future business deployment.

Regarding internal reserve funds, the Company will apply them for R&D investment, capital expenditure to improve production efficiency and quality, and strengthening of global business operations.

Matters relating to year-end dividends

- (1) Category of dividend assets
Cash
- (2) Matters relating to the allocation of dividend assets and the total amount of such allocation
¥30 per share of the Company's common stock
Total payment: ¥1,950,559,590
- (3) Date on which the dividend of retained earnings shall take effect
June 26, 2015

Proposal 2-Partial Amendment to the Articles of Incorporation

1. Reason for the amendment

In accordance with the enforcement of the Act for Partial Revision of the Companies Act (Act No. 90, 2014), the paragraph number of the provisions concerning election of alternate officers has been changed. Accordingly, it is proposed to make the necessary amendment and delete unnecessary supplementary provisions.

2. Details of the amendment

The details of the amendment are as follows.

(Underlined portions are amended.)

Current Articles of Incorporation	Proposed Amendment
<p>Articles 1-31. (Omitted)</p> <p>(Term of Office of Statutory Auditors) Article 32. The term of office of a Statutory Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four (4) years from his/her election to office.</p> <p>2. The term of office of a Statutory Auditor elected to fill a vacancy caused by retirement of a Statutory Auditor shall be the same as the remaining term of office of the retired Statutory Auditor.</p> <p>3. The resolution electing the Alternate Statutory Auditor pursuant to Article 329, Paragraph <u>2</u> of the Companies Act shall remain valid until conclusion of the ordinary general meeting of shareholders held with respect to the last business term ending within four years from his/her election to office.</p> <p>4. Pursuant to the preceding paragraph, the term of office of the Alternate Statutory Auditor who takes office as Statutory Auditor shall be the same as the remaining term of office of the retired Statutory Auditor; provided, however, it shall not extend beyond the conclusion of the ordinary general meeting of shareholders held with respect to the last business term ending within four years from his/her election to office.</p> <p>Articles 33-42. (Omitted)</p>	<p>Articles 1-31. (Unchanged)</p> <p>(Term of Office of Statutory Auditors) Article 32. The term of office of a Statutory Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four (4) years from his/her election to office.</p> <p>2. The term of office of a Statutory Auditor elected to fill a vacancy caused by retirement of a Statutory Auditor shall be the same as the remaining term of office of the retired Statutory Auditor.</p> <p>3. The resolution electing the Alternate Statutory Auditor pursuant to Article 329, Paragraph <u>3</u> of the Companies Act shall remain valid until conclusion of the ordinary general meeting of shareholders held with respect to the last business term ending within four years from his/her election to office.</p> <p>4. Pursuant to the preceding paragraph, the term of office of the Alternate Statutory Auditor who takes office of Statutory Auditor shall be the same as the remaining term of office of the retired Statutory Auditor; provided, however, it shall not extend beyond the conclusion of the ordinary general meeting of shareholders held with respect to the last business term ending within four years from his/her election to office.</p> <p>Articles 33-42. (Unchanged)</p>
<p style="text-align: center;"><u>SUPPLEMENTARY PROVISIONS</u></p> <p><u>Article 1.</u> <u>Preparation and retention of the register of lost share certificates of the Company, as well as any other business with respect to the register of lost share certificates of the Company, shall be entrusted to the shareholder register administrator and shall not be handled by the Company.</u></p> <p><u>Article 2.</u> <u>This article and the preceding article shall remain in effect until January 5, 2010, and shall be deleted on January 6, 2010.</u></p>	<p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p>

Proposal 3-Election of Nine (9) Directors

The terms of office of eight (8) Directors, Kimikazu Aida, Naoyoshi Nakanishi, Hiromichi Kataoka, Sadayuki Kanemura, Takashi Yagi, Yap Teck Meng, Ken Masuda, and Kimio Oiso will expire at the conclusion of this General Meeting of Shareholders and Director Takeru Yamazaki passed away on December 13, 2014. Accordingly, it is proposed to elect nine (9) Directors (of which, two (2) are Outside Directors).

The candidates for Directors are listed below.

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions	Number of the Company's shares held
1	Kimikazu Aida (December 13, 1951)	<p>December 1976 Joined AIDA ENGINEERING, LTD. June 1982 Director September 1989 Representative Director (current position) April 1992 President (current position) April 2001 Chief Executive Officer (CEO) (current position) October 2011 Division Manager, Research and Development Headquarters (current position)</p> <p><Concurrent holding of important positions> Chairman, AIDA AMERICA CORP. Chairman, AIDA S.r.l.</p>	1,442,565
2	Naoyoshi Nakanishi (June 3, 1951)	<p>March 1970 Joined AIDA ENGINEERING, LTD. June 1997 Director May 2000 Executive Director June 2001 Director (current position) January 2010 Division Manager, Production Division June 2010 Chief Operating Officer (COO) (current position) October 2011 Executive Vice President (current position) January 2013 Division Manager, Sales & Customer Service Division March 2014 General Manager, Global Operation Promotion Office (current position)</p> <p><Concurrent holding of important positions> Chairman, AIDA ENGINEERING (M) SDN. BHD. Chairman, AIDA PRESS MACHINERY SYSTEMS CO., LTD.</p>	122,521
3	Sadayuki Kanemura (May 30, 1955)	<p>July 1988 Joined AIDA ENGINEERING, LTD. February 2009 Division Manager, Customer Service Division June 2009 Operating Officer June 2011 Director (current position) June 2012 Managing Executive Officer (current position) January 2013 Deputy Division Manager, Sales & Customer Service Division March 2014 Division Manager, Customer Service Headquarters (current position)</p> <p><Concurrent holding of important positions> Not applicable</p>	10,346

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions	Number of the Company's shares held
4	Yap Teck Meng (September 4, 1962)	<p>June 1996 Joined AIDA MANUFACTURING (MALAYSIA) SDN.BHD. (currently AIDA ENGINEERING (M) SDN. BHD.)</p> <p>November 2007 Operating Officer, AIDA ENGINEERING, LTD.</p> <p>June 2010 Managing Executive Officer</p> <p>June 2013 Director, Executive Officer</p> <p>June 2014 Director, Managing Executive Officer (current position)</p> <p><Concurrent holdings of important positions> Chairman and Managing Director, AIDA GREATER ASIA PTE. LTD. Managing Director, AIDA ENGINEERING (M) SDN. BHD. Chairman, AIDA ENGINEERING CHINA CO., LTD.</p>	0
5	Ken Masuda (October 14, 1960)	<p>February 1991 Joined AIDA ENGINEERING, LTD.</p> <p>June 2010 General Manager, General Administration Department</p> <p>June 2012 Operating Officer</p> <p>June 2013 Director, Executive Officer (current position)</p> <p>March 2014 Division Manager, General Administration Headquarters (current position)</p> <p><Concurrent holdings of important positions> Chairman and Managing Director, AIDA HONG KONG, LTD.</p>	8,344
6	*Tsukasa Kitano (December 8, 1960)	<p>July 1989 Joined AIDA ENGINEERING, LTD.</p> <p>October 2011 Deputy Division Manager, Sales & Customer Service Division</p> <p>June 2012 Operating Officer</p> <p>June 2013 Executive Officer (current position)</p> <p>March 2015 Division Manager, Sales Headquarters (current position)</p> <p><Concurrent holdings of important positions> Not applicable</p>	5,820
7	*Toshihiko Suzuki (August 28, 1961)	<p>December 2011 Joined AIDA ENGINEERING, LTD.</p> <p>March 2014 Deputy Division Manager, Sales Headquarters</p> <p>June 2014 Operating Officer (current position)</p> <p>May 2015 Division Manager, Engineering Headquarters (current position)</p> <p><Concurrent holding of important positions> Not applicable</p>	2,068

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions			Number of the Company's shares held
8	Outside Director Independent Director Kimio Oiso (October 8, 1946) Board of Directors' meeting attendance during the fiscal year ended March 31, 2015 - 100% (all 12 meetings)	July 2000	Statutory Auditor, The Dai-ichi Mutual Life Insurance Company (currently Dai-ichi Life Insurance Company, Ltd.)	4,029	
		July 2007	Representative Director and Senior Executive Officer, The Dai-ichi Mutual Life Insurance Company		
		June 2008	Statutory Auditor, AIDA ENGINEERING, LTD.		
		July 2010	President, The Cardiovascular Institute		
		June 2012	Director, AIDA ENGINEERING, LTD. (current position)		
		<Concurrent holding of important positions> Not applicable			
9	Outside Director Independent Director *Hirofumi Gomi (May 13, 1949)	April 1972	Joined the Ministry of Finance	0	
		July 1996	Director of the Research Division, Banking Bureau, Ministry of Finance		
		June 1998	Director-General, Inspection Department, Financial Supervisory Agency (currently Financial Services Agency)		
		July 2000	Secretary-General, Executive Bureau, Securities and Exchange Surveillance Commission, Financial Services Agency		
		July 2001	Director-General, Inspection Bureau, Financial Services Agency		
		July 2002	Director-General, Supervisory Bureau, Financial Services Agency		
		July 2004	Commissioner, Financial Services Agency		
		July 2007	Resigned Financial Services Agency		
		November 2009	Visiting Professor, Aoyama Gakuin University (current position)		
		June 2011	Outside Auditor, Miroku Jyoho Service Co., Ltd. (current position)		
		January 2014	Advisor, NISHIMURA & ASAHI (current position)		
		February 2015	Senior Advisor, THE BOSTON CONSULTING GROUP (current position)		
		<Concurrent holding of important positions> Not applicable			

- (Note) 1. There is no special interest between the above candidates and the Company.
2. Asterisks (*) indicate new candidates for Director.
3. The number of the Company's shares each candidate holds is shown including shares of stock in Officer's Shareholding Association.
4. Kimio Oiso and Hirofumi Gomi are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
5. Special matters regarding the candidates for Outside Director are as follows:
(i) Reasons for electing the candidates for Outside Director
Kimio Oiso has abundant experience and substantial knowledge as a former officer of a life insurance company and we expect him to make good use of his experience and knowledge in management of the Company. Thus, the Company requests that shareholders re-elect him as Outside Director.

Although Hirofumi Gomi has never been involved in corporate management other than as outside director or outside auditor, he has abundant experience and substantial knowledge as former Commissioner of the Financial Services Agency and we expect him to make good use of his experience and knowledge in management of the Company. Thus, the Company requests that shareholders elect him as Outside Director.

The Company designated Kimio Oiso as Independent Director as defined by Tokyo Stock Exchange, Inc., and registered him with the Tokyo Stock Exchange as an Independent Officer. If the election of Hirofumi Gomi is approved, the Company will also designate him as an Independent Officer and register him with the said stock exchange.

(ii) Service years after the candidate for Outside Director assumes office as Outside Director

The term of office of Kimio Oiso as Outside Director will be three (3) years upon the conclusion of this General Meeting of Shareholders.

(iii) Liability limitation contracts with Outside Directors

The Company has entered into a contract with Kimio Oiso, which provides that the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be up to the minimum liability amount specified in each item of Article 425, Paragraph 1 of the same law. If the re-election of Kimio Oiso is approved at this General Meeting of Shareholders, the Company will continue the aforementioned liability limitation contract with him. If the election of Hirofumi Gomi is approved, the Company will enter into such a liability limitation contract with him.

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