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(Stock Exchange Code: 8084)
June 6, 2018

To Shareholders with Voting Rights:

Nobuo Shogaki
President & CEO
Ryoden Corporation
3-15-15 Higashi Ikebukuro, Toshima-ku,
Tokyo, Japan

**NOTICE OF
THE 78TH ORDINARY 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 78th Ordinary General Meeting of Shareholders of Ryoden 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 attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by the end of the business hours of the Company (5:30 p.m.) on Wednesday, June 27, 2018, Japan time.

- 1. Date and Time:** Thursday, June 28, 2018 at 10:00 a.m. Japan time
- 2. Place:** Banquet Room Concerto on the 6th floor at HOTEL BELLCLASSIC Tokyo located at 3-33-6 Minami Otsuka, Toshima-ku, Tokyo, Japan
*Please note that the venue is different from the venue for the previous year.
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2017 - March 31, 2018)
 - Matters to be resolved:**
 - Proposal 1:** Partial Amendments to the Articles of Incorporation
 - Proposal 2:** Election of Seven (7) Directors of Board
 - Proposal 3:** Revision of the Condition for Exercise of Subscription Rights to Shares as Stock-Compensation-Type Stock Options for Directors
 - When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
Should matters to be described in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, or the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.
 - This Notice of Convocation and the attached documents as well as their English translation are also available on the Company's website.

Company's website: <http://www.ryoden.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) The Company will add items to “Purposes” in order to respond to diversification of the Company’s business.
- (2) The Company will introduce an Executive Officer system in order to increase the speed of decision-making so as to appropriately respond to the business environment in which the Company operates, clarify the responsibilities for duties by separating oversight functions and execution functions, and strengthen corporate governance by enhancing agility of execution. Accordingly, the Company will establish new provisions about Executive Officers and make amendments, including reduction of the number of Directors.

2. Details of amendments

The details of the amendments are as follows.

(Underlined portions are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1. (Text omitted)</p> <p>(Purposes)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Manufacturing, trading and importing and exporting the products described below: <ol style="list-style-type: none"> (a) Electrical machinery and tools, electronic equipment, and data communications equipment. (b) Construction equipment machine tools, transport apparatuses, and mechanical tools in general, including administrative and consumer mechanical tools. (c) Measurement tools, medical instruments, and other precision mechanical tools. (d) Metal and metal products, fiber, wood and wood products, paper and paper products, chemical products, oil products, rubber products, earth and mineral products, and ceramic products. (e) Daily necessities, oil and minerals, fuel, agricultural/marine products, and foods and beverages. 2. Developing, processing, repairing, leasing, contracting, and transporting the products described in item 1. 3. Construction 4. Trading, leasing, and managing real estate. 5. Agency and wholesale trade of contents described in items 1. to 4. 6. Labor dispatch service. 7. Power Generation and Power Supply Business. 8. Secondhand products buying and selling industry. 	<p>Article 1. (Unchanged)</p> <p>(Purposes)</p> <p>Article 2. (Unchanged)</p> <ol style="list-style-type: none"> 1. (Unchanged) 8.

Current Articles of Incorporation	Proposed Amendments
<p><u>9.</u> Business related to contents described in items 1. to <u>8.</u></p> <p>Article 3 to Article 16. (Text omitted)</p> <p>CHAPTER 4 DIRECTORS <u>AND</u> BOARD OF DIRECTORS</p> <p>Article 17. (Text omitted)</p> <p>(Number of Directors)</p> <p>Article 18. The number of Directors of the Company shall be no more than <u>twenty (20)</u>.</p> <p>Article 19 to Article 20. (Text omitted)</p> <p>(Directors with Titles and Representative Director)</p> <p>Article 21. The Company shall elect one (1) Executive President by a resolution of the Board of Directors and may elect one (1) Chairman and Director, <u>Executive Vice Presidents, Senior Managing Directors, and Managing Directors</u>, as necessary.</p> <p>2) (Text omitted)</p> <p>Article 22 to Article 25. (Text omitted)</p> <p>(Newly established)</p> <p>Article 26 to Article 38. (Text omitted)</p>	<p><u>9. Telecommunications business</u></p> <p><u>10.</u> Business related to contents described in items 1. to <u>9.</u></p> <p>Article 3 to Article 16. (Unchanged)</p> <p>CHAPTER 4 DIRECTORS, BOARD OF DIRECTORS, <u>AND EXECUTIVE OFFICERS</u></p> <p>Article 17. (Unchanged)</p> <p>(Number of Directors)</p> <p>Article 18. The number of Directors of the Company shall be no more than <u>twelve (12)</u>.</p> <p>Article 19 to Article 20. (Unchanged)</p> <p>(Directors with Titles and Representative Director)</p> <p>Article 21. The Company shall elect one (1) Executive President by a resolution of the Board of Directors and may elect one (1) Chairman and Director, as necessary.</p> <p>2) (Unchanged)</p> <p>Article 22 to Article 25. (Unchanged)</p> <p>(Executive Officers)</p> <p><u>Article 26. The Company may have Executive Officers by a resolution of the Board of Directors.</u></p> <p><u>2) The Board of Directors, by its resolution, shall appoint Executive Officers and have them execute the Company's business.</u></p> <p><u>3) The Board of Directors, by its resolution, may elect Senior Executive Vice Presidents, Senior Managing Executive Officers, and Managing Executive Officers.</u></p> <p>Article 27 to Article 39. (Unchanged)</p>

Proposal 2: Election of Seven (7) Directors of Board

The terms of office of all the seventeen (17) Directors of Board of the Company will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors of Board.

The candidates for Directors of Board are as follows:

Candidate No. 1	
Nobuo Shogaki	Reelection
Date of birth: June 5, 1955	
Number of shares of the Company held: 8,400 shares	
Career summary, positions and responsibilities	
April 1979	Joined Mitsubishi Electric Corporation
October 2002	General Manager, Industrial Automation Marketing Department, Chubu Branch Office, Mitsubishi Electric Corporation
October 2005	Deputy Senior General Manager, Industrial Automation Marketing Division concurrently General Manager, Industrial Automation Machinery Department, Factory Automation Systems Group, Mitsubishi Electric Corporation
April 2007	Senior General Manager, Industrial Automation Marketing Division, Factory Automation Systems Group, Mitsubishi Electric Corporation
April 2011	Senior General Manager, Tohoku Branch Office, Mitsubishi Electric Corporation
April 2014	Deputy General Manager, Solution Business Headquarters, the Company
June 2014	Managing Director of Board, Deputy General Manager, Solution Business Headquarters, the Company
April 2016	President & CEO, the Company (current position)
Reasons for nomination as a candidate for Director of Board	
Mr. Nobuo Shogaki fulfilled various key positions during his career at Mitsubishi Electric Corporation and also served as a responsible person for its branch offices. He has a wealth of experience and wide-ranging knowledge about the Company's business gained as an executive at Business Headquarters of the Company. He has been involved in management of the Company as a Director of Board and has been performing his duties appropriately. Thus, the Company judges that he is a suitable person capable of contributing to the Company's achievement of sustainable growth and enhancement of corporate value and has nominated him as a candidate for reelection as Director of Board.	

Candidate No. 2	
Takamichi Kasugai	Reelection
Date of birth: June 8, 1953	
Number of shares of the Company held: 8,100 shares	
Career summary, positions and responsibilities	
April 1980	Joined the Company
June 2002	Senior Manager, Facilities Department, Shizuoka Branch Office
April 2003	Senior Manager, Facilities Department A, Tokyo Branch Office
April 2009	Deputy General Manager, Industrial & Ecology & Facilities System Headquarters concurrently Senior Manager, Ecology System Development Department, concurrently Senior Manager, Facilities Department A, Tokyo Branch Office
June 2009	Director of Board, Deputy General Manager, Industrial & Ecology & Facilities System Headquarters concurrently Senior Manager, Ecology System Development Department, concurrently Senior Manager, Facilities Department A, Tokyo Branch Office
June 2010	Director of Board, General Manager, IT & Facilities System Marketing Division, Industrial & Ecology System Headquarters concurrently Senior Manager, Ecology System Development Department
April 2012	Director of Board, General Manager, IT & Facilities System Marketing Division, Industrial & Ecology System Headquarters
June 2012	Managing Director of Board, General Manager, Industrial & Ecology System Headquarters concurrently General Manager, IT & Facilities System Marketing Division
April 2013	Managing Director of Board, General Manager, Industrial & Ecology System Headquarters concurrently General Manager, IT & Facilities System Marketing Division
April 2014	Managing Director of Board, General Manager, Solution Business Headquarters concurrently General Manager, Cooling & Heating Division
June 2014	Senior Managing Director of Board, General Manager, Solution Business Headquarters concurrently General Manager, Cooling & Heating Division
April 2016	Senior Managing Director of Board, General Manager, Solution Business Headquarters
April 2017	Senior Managing Director of Board (current position)
Reasons for nomination as a candidate for Director of Board	
Mr. Takamichi Kasugai fulfilled various key positions in marketing and has served as a responsible person for Business Headquarters of the Company. He has a wealth of experience and wide-ranging knowledge about the Company's business. He has been involved in management of the Company as a Director of Board and has been performing his duties appropriately. Thus, the Company judges that he is a suitable person capable of contributing to the Company's achievement of sustainable growth and enhancement of corporate value and has nominated him as a candidate for reelection as Director of Board.	

Candidate No. 3	
Shoji Kitai	Reelection
Date of birth: October 3, 1958	
Number of shares of the Company held: 6,400 shares	
Career summary, positions and responsibilities	
April 1982	Joined the Company
June 2008	General Manager, Accounting & Finance Department
October 2010	Deputy General Manager, Kansai Branch Office concurrently Senior Manager, General Affairs Department
June 2013	General Manager, Corporate Strategic Planning
June 2014	Director of Board, General Manager, Corporate Strategic Planning
June 2017	Managing Director of the Board, General Manager, Accounting & Finance Department (current position)
Reasons for nomination as a candidate for Director of Board	
Mr. Shoji Kitai's career has been spent primarily in corporate planning and accounting & finance. He also served as a responsible person for a branch office of the Company. He has insight about finance and accounting and a wealth of experience and wide-ranging knowledge about the Company's business. He has been involved in management of the Company as a Director of Board and has been performing his duties appropriately. Thus, the Company judges that he is a suitable person capable of contributing to the Company's achievement of sustainable growth and enhancement of corporate value and has nominated him as a candidate for reelection as Director of Board.	

Candidate No. 4	
Osamu Tanaka	Reelection
Date of birth: January 17, 1959	
Number of shares of the Company held: 2,300 shares	
Career summary, positions and responsibilities	
April 1981	Joined Mitsubishi Electric Corporation
December 2007	General Manager, Purchasing Department, Communication Networks Center, Mitsubishi Electric Corporation
April 2011	General Manager, Purchasing Department, Nagoya Works, Mitsubishi Electric Corporation
April 2014	Deputy General Manager, Business Partners Strategic Administration Division, Solution Business Headquarters, the Company
June 2014	General Manager, Business Partners Strategic Administration Division, Solution Business Headquarters, the Company
April 2016	General Manager, Overseas Business Promotion Headquarters, the Company
June 2016	Director of Board, General Manager, Overseas Business Promotion Headquarters, the Company
April 2017	Director of Board, Deputy General Manager, Corporate Strategic Planning, the Company
June 2017	Managing Director of the Board, General Manager, Corporate Strategic Planning, the Company (current position)
Reasons for nomination as a candidate for Director of Board	
Mr. Osamu Tanaka fulfilled key positions during his career at Mitsubishi Electric Corporation. He has a wealth of experience and wide-ranging knowledge about the Company's business gained as a responsible person for Business Headquarters and Overseas Business Promotion Headquarters. He has been involved in management of the Company as a Director of Board and has been performing his duties appropriately. Thus, the Company judges that he is a suitable person capable of contributing to the Company's achievement of sustainable growth and enhancement of corporate value and has nominated him as a candidate for reelection as Director of Board.	

Candidate No. 5		
Masamitsu Miyagishi		New candidate Outside Director
Date of birth: November 19, 1964		
Number of shares of the Company held: - shares		
Career summary, positions and responsibilities		
April 1987	Joined Mitsubishi Electric Corporation	
April 2014	General Manager, General Affairs Department, Kanagawa Branch Office, Mitsubishi Electric Corporation	
April 2017	General Manager, Accounting & Finance Department, Kansai Branch Office, Mitsubishi Electric Corporation	
June 2017	Outside Auditor, MANSEI CORPORATION (current position)	
April 2018	General Manager, Market Planning & Administration Department, Corporate Marketing Group, Mitsubishi Electric Corporation (current position)	
Significant concurrent positions		
General Manager, Market Planning & Administration Department, Corporate Marketing Group, Mitsubishi Electric Corporation		
Reasons for nomination as a candidate for Outside Director of Board		
Mr. Masamitsu Miyagishi serves as the General Manager of Market Planning & Administration Department, Corporate Marketing Group, Mitsubishi Electric Corporation, and is well versed in the industry related to the Company. Based on his wealth of experience and wide-ranging knowledge, the Company expects him to oversee the Company's management and provide effective advice on the Company's overall management, and thus has nominated him as a candidate for reelection as Outside Director.		

Candidate No. 6		
Cindy Yoshiko Shirata		Reelection Outside Director Independent Director
Date of birth: December 2, 1952		
Number of shares of the Company held: - shares		
Career summary, positions and responsibilities		
April 1996	Associate Professor, Tsukuba College of Technology	
April 2001	Associate Professor, Nihon University College of Economics	
April 2002	Professor, Nihon University College of Economics	
April 2005	Professor, Graduate School of Engineering Management, Shibaura Institute of Technology	
April 2007	Professor, Graduate School of Business Sciences, University of Tsukuba	
February 2010	Visiting Professor, University of Munich, Germany	
June 2011	Outside Director, PCA CORPORATION	
January 2012	Visiting Professor, University of Sheffield Management School, UK	
June 2012	Member of the Legislative Council of the Ministry of Justice (current position)	
April 2015	Visiting Scholar, The Research Institute for Innovation Management, University of Hosei	
May 2016	Chairperson, Land Valuation Council, Tokyo Regional Taxation Bureau (current position)	
June 2016	Outside Director, the Company (current position)	
April 2017	Visiting Professor, Tsukuba Gakuin University (current position)	
June 2017	Auditor, Building Research Institute, National Research and Development Agency, Japan (current position)	
Significant concurrent positions		
Outside Auditor, DIC Corporation		
Outside Director, WIN-Partners Co., Ltd.		
Outside Director, TAKARA PRINTING CO., LTD.		
Reasons for nomination as a candidate for Outside Director		
Ms. Cindy Yoshiko Shirata has specialized knowledge about financial accounting and management gained through her research at universities. Based on her wealth of experience and wide-ranging knowledge as an accounting specialist, the Company expects her to oversee the Company's management and provide effective advice on the Company's overall management, and thus has nominated her as a candidate for reelection as Outside Director. Ms. Shirata will have served as Outside Director for two years at the conclusion of this year's Ordinary General Meeting of Shareholders.		

Candidate No. 7		
Masahiro Muroi		Reelection Outside Director Independent Director
Date of birth: July 13, 1955		
Number of shares of the Company held: - shares		
Career summary, positions and responsibilities		
April 1978	Joined Nomura Computer Systems Co., Ltd. (current Nomura Research Institute, Ltd.)	
June 2000	Member of the Board Division Manager of Business Administration Division of Knowledge Solution Sector Division Manager of EC Knowledge Solution Business Division	
April 2002	Member of the Board, Senior Corporate Managing Director Sector COO of e-Solution Sector	
April 2007	Member of the Board, Senior Executive Managing Director in charge of Corporate Planning, Corporate Communications and Information System Planning & Control Division Manager of Center for Knowledge Exchange & Creation	
April 2009	Representative Director, Member of the Board, Senior Executive Managing Director in charge of Supervising of Corporate Administration, Internal Control, Corporate Planning, Corporate Communications and Information System Planning & Control	
April 2013	Senior Executive Vice President, Representative Director, Member of the Board in charge of Supervising of Corporate Administration, Quality Management & Systems Development Innovation and Risk Management	
April 2015	Vice Chairman, Member of the Board, Nomura Research Institute, Ltd.	
June 2016	Outside Director, the Company (current position)	
April 2017	Member of the Board, Nomura Research Institute, Ltd.	
Significant concurrent positions		
External Director, MARUI GROUP CO., LTD.		
Reasons for nomination as a candidate for Outside Director		
Mr. Masahiro Muroi has been serving as a Member of the Board of Nomura Research Institute, Ltd. Based on his wealth of experience and wide-ranging knowledge as a corporate manager, the Company expects him to oversee the Company's management and provide effective advice on the Company's overall management, and thus has nominated him as a candidate for reelection as Outside Director. Mr. Muroi will have served as Outside Director for two years at the conclusion of this year's Ordinary General Meeting of Shareholders.		

Notes:

1. There are no special interests between each candidate for Director of Board and the Company.
2. Mr. Masamitsu Miyagishi, a candidate for Outside Director, is currently an employee of Mitsubishi Electric Corporation, which is a special related party.
3. Mr. Masamitsu Miyagishi, a candidate for Outside Director, received remuneration from Mitsubishi Electric Corporation, which is a special related party, in the past two years and will continue to do so.
4. Mr. Masahiro Muroi is scheduled to assume office of Audit & Supervisory Board Member of The Norinchukin Bank at the conclusion of its ordinary general meeting of shareholders to be held in June 2018.
5. The Company has appointed Ms. Cindy Yoshiko Shirata and Mr. Masahiro Muroi Independent Directors stipulated by Tokyo Stock Exchange, Inc. and notified the appointment to the said Exchange. If their reelection is approved, the Company intends to continue their appointment as Independent Directors.
6. The Company has entered into agreements with Ms. Cindy Yoshiko Shirata and Mr. Masahiro Muroi that limit their liability for damages as set forth in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under such agreement is the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act.

(Reference)

The Company nominates Independent Outside Directors/Outside Corporate Auditors in accordance with the “Independence Standards for Outside Directors/Outside Corporate Auditors,” which reflect the independence standards stipulated by Tokyo Stock Exchange, Inc.

[Independence Standards for Outside Directors/Outside Corporate Auditors of the Company]

An Outside Director or an Outside Corporate Auditor (hereinafter collectively referred to as “Outside Officer”) is considered independent if none of the following applies.

- (1) A person who executes business (hereinafter “business executor”) of the Company or subsidiaries of the Company (hereinafter referred to as the “Group”) or a person who was a business executor of the Group in the past 10 years
- (2) A person for whom the Group is a major business partner or a business executor thereof
- (3) A major business partner of the Group or a business executor thereof
- (4) The Accounting Auditor of the Group or a person affiliated therewith
- (5) A consultant, accounting professional, or legal professional who has received a large amount of monetary consideration or other property from the Group besides compensation as a Director of Board or a Corporate Auditor (If the person who has received such is an organization, such as a corporation or an association, a person who is affiliated with such organization)
- (6) A person who has received a large amount of monetary consideration or other property from the Group as donations (or if the person receiving such donations is an organization, such as a corporation or an association, a person who is affiliated with such organization)
- (7) A major lender to the Group or a business executor thereof
- (8) A major shareholder of the Company or a business executor thereof
- (9) A business executor of a company of which the Group is a major shareholder
- (10) A person to whom any of the items (2) through (9) above applied during the past three years
- (11) The spouse or a second-degree or closer relative of a person to whom any of the items (1) through (9) above applies (important business executor only)
- (12) A business executor of an entity with which the Company has a relationship of interlocking Outside Officers

*1 “Business executor” means a business executor stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act.

*2 “Person for whom the Group is a major business partner” means a group (group consisting of a direct business partner, its parent, its subsidiaries, and subsidiaries of the parent; the same applies hereinafter) that provides products and services to the Group and whose amount of transactions with the Ryoden Group exceeded 2% of that group’s consolidated annual net sales in the most recent fiscal year.

*3 “Major business partner of the Group” means a group to whom the Group provides products and services and the amount of transactions with whom exceeded 2% of the Group’s consolidated annual net sales in the most recent fiscal year.

*4 “A large amount of monetary consideration or other property” means monetary consideration or other property whose total amount exceeded 10 million yen in the most recent fiscal year and that exceeded 2% of the total revenue of the recipient in the most recent fiscal year.

*5 “Major lender” means a lender whose name is listed under major lenders in the business report related to the most recent fiscal year.

*6 “Major shareholder” means a shareholder that holds 10% or more of the voting rights (including indirect holding) at the end of the most recent fiscal year.

*7 “Important business executor” means a Director of Board or an employee whose position is a general manager or higher.

*8 “Relationship of interlocking Outside Officers” means a relationship where the Group’s business executor serves as an Outside Officer of another company and that company’s business executor serves as an Outside Officer of the Company.

Proposal 3: Revision of the Condition for Exercise of Subscription Rights to Shares as Stock-Compensation-Type Stock Options for Directors

1. Reasons for revision

Regarding determination of the amount of compensation as stock-compensation-type stock options for Directors and its details, “granting Directors (excluding Outside Directors) subscription rights to shares as stock options up to a maximum of 100 million yen a year as compensation for Directors (excluding Outside Directors)” and other matters were approved at the 73rd Ordinary General Meeting of Shareholders held on June 27, 2013 and no change has been made so far.

In line with the introduction of an Executive Officer system based on entrustment, the Company will revise the condition for exercise of subscription rights to shares already held by Directors and subscription rights to shares to be granted to Directors from now on.

2. Details of revision

The details of the revision are as follows.

(Underlined portions are revised.)

Current Details of Subscription Rights to Shares	Proposed Revision
<p><First part omitted> 7. Condition for exercise of subscription rights to shares A person who holds share subscription rights to shares may exercise such rights within 10 days from the date following the date on which he/she loses the position of Director of the Company. Other conditions shall be determined by the Company’s Board of Directors, which determines subscription requirements etc. for subscription rights to shares. <The rest omitted></p>	<p><First part omitted> 7. Condition for exercise of subscription rights to shares A person who holds share subscription rights to shares may exercise such rights within 10 days from the date following the date on which he/she loses <u>both the position of Director and the position of Executive Officer</u> of the Company. Other conditions shall be determined by the Company’s Board of Directors, which determines subscription requirements etc. for subscription rights to shares. <The rest omitted></p>

The amount of compensation as stock-compensation-type stock options for Directors (excluding Outside Directors) will remain up to a maximum of 100 million yen a year and will be unchanged.

(Reference)

In addition to the granting subscription rights to shares as stock options to the Company’s Directors (excluding Outside Directors), the Company intends to grant similar subscription rights to shares to the Company’s Executive Officers (excluding Executive Officers who concurrently serve as the Company’s Directors) by a resolution of the Company’s Board of Directors after the conclusion of this year’s Ordinary General Meeting of Shareholders.