

[Translation]

To Our Shareholders:

June 2, 2017

**Notice of the 112th Ordinary General Meeting of Shareholders**

The Company's 112th Ordinary General Meeting of Shareholders will be held in accordance with the details listed below.

Even if you are not attending the meeting, you can exercise your voting rights through the enclosed voting form or the Internet, etc. Please review the accompanying information and follow the "Information on Exercise of Voting Rights" on the next page to exercise your voting rights by 5:30 P.M., Wednesday, June 21, 2017.

STANLEY ELECTRIC CO., LTD.  
Takanori Kitano  
President and  
Representative Director

1. Date: 10:00 A.M., Thursday, June 22, 2017
2. Place: Hotel Gajoen Tokyo (former name: Meguro Gajoen)  
Maioji-no-Ma (2nd Floor)  
8-1, Shimomeguro 1-chome, Meguro-ku, Tokyo
3. Agenda: Items to be reported:
  - 1: Report on the contents of the business report and the consolidated financial statements for the 112th business term (April 1, 2016, through March 31, 2017) and the audit report of accounting auditors and the Audit & Supervisory Board respectively, of the consolidated financial statements.
  - 2: Report on the contents of the financial statements for the 112th business term (April 1, 2016, through March 31, 2017).

Items to be resolved:

- No. 1: Election of 10 Directors
- No. 2: Election of 1 Auditor & Supervisory Board Member

If you will be attending the meeting in person, please present the enclosed voting form to the receptionist at the meeting.

If and when any change to the accompanying reference materials for the ordinary general meeting of shareholders, the business report, financial statements and consolidated financial statements becomes necessary, it will be published on our website (<http://www.stanley.co.jp/>).

## Information on Exercise of Voting Rights

### ■ If attending the general meeting of shareholders:

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Please present the voting form to the receptionist at the venue.

(Your seal is not necessary.)

### ■ If sending the voting form via postal mail:

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Deadline: 5:30 p.m., Wednesday, June 21, 2017 (Japan Time)

Please indicate your approval or disapproval for each item on the voting form and send the completed voting form by postal mail without a stamp.

(Please return the completed voting form so that it arrives by the above deadline.)

### ■ If exercising voting rights via the Internet:

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Deadline: 5:30 p.m., Wednesday, June 21, 2017 (Japan Time)

#### ■ Website to exercise voting rights: <http://www.evot.e.jp/>

Please access the above website to exercise voting rights from a personal computer, a smartphone or a mobile phone, enter your “Login ID” and “temporary password” described on the voting form, follow the instructions on the screen, and enter your approval or disapproval for each item by the above deadline.

\* 1. Please be advised that you will be prompted to change your “temporary password” on the website to exercise voting rights in order to prevent any unauthorized access (“spoofing”) or alteration of your votes.

\* 2. A new login ID and temporary password will be issued each time a general meeting of shareholders is convened.

\* 3. Please contact the Company’s help desk described on the next page should you have any questions.

### ■ Information on exercise of voting rights via the Internet

#### (1) Website to exercise voting rights

(i) The exercise of voting rights via the Internet is available only by gaining access to the Company’s designated website (<http://www.evot.e.jp/>) to exercise voting rights from a personal computer, a smartphone, or a mobile phone (i-mode\*, EZweb\* or Yahoo! Mobile\*). (However, please note that you cannot exercise your voting rights via the Internet on the designated website between the hours of 2:00 a.m. and 5:00 a.m. (Japan Time))

\* “i-mode,” “EZweb” and “Yahoo!” are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI CORPORATION, and Yahoo Inc. in the U.S., respectively.

(ii) Please note that you may not be able to exercise your voting rights via personal computer or smartphone on the designated website to exercise voting rights, depending on

the Internet settings configured on your personal computer or smartphone, such as firewalls, etc. that are in place to regulate your Internet connections, anti-virus software that has been installed on your personal computer or smartphone, or the use of a proxy server.

(iii) When exercising voting rights via mobile phone, you must use one of the following services: i-mode, EZweb or Yahoo! Mobile. For security reasons, you cannot vote using mobile handsets that cannot send encrypted information (SSL communications) or that cannot send information about the mobile phone used.

(2) Points to keep in mind in exercising voting rights via the Internet

(i) In the event that a voting right is exercised both by returning a voting form by mail and via the Internet, only the voting made via the Internet will be deemed valid and shall supersede the mailed voting form.

(ii) In the event that a voting right is exercised via the Internet on multiple occasions, the most recent voting right shall supersede the earlier voting right and be deemed valid. Similarly, in the event a voting right is exercised more than once using a personal computer, a smartphone or a mobile phone, the most recent voting right shall be deemed valid.

(iii) Costs incurred for access to the website to exercise voting rights (such as Internet connection charges, phone charges etc.) shall be borne by the shareholder. Packet communication and other fees charged for the use of mobile phones shall also be borne by the shareholder.

For further assistance, regarding technical matters, etc., please contact:

Transfer Agent Department (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027 (toll free)

Inquiries are accepted from 9:00 to 21:00 (Japan Time)

■ Voting Platform for Institutional Investors

For management and trust banks or other nominee shareholders (including standing proxies), the Electronic Voting Platform operated by Investor Communications Japan, Inc. (ICJ, Inc.), a joint venture incorporated by Tokyo Stock Exchange, Inc. et al. is available as another online voting method for the meeting, in addition to the method of voting via the Internet as described above, subject to prior application for use to ICJ, Inc.

End of Notice

## Reference Materials for Ordinary General Meeting of Shareholders

### Items of Business and Reference Matters

#### First Item of Business Election of 10 Directors

The term of office of all 9 Directors of the Company will expire at the end of the 112th ordinary general meeting of shareholders. To reinforce the Company's management structure, it is proposed that 1 Director be added and the total of 10 Directors be elected.

Candidates for Director of the Company are as follows.

Candidate No.	Name (Date of Birth)	Career History, Positions and Duties, and Significant Concurrent Posts	Number of Shares of the Company Owned
1.	<p>Takanori Kitano (April 22, 1956)</p> <p><span style="border: 1px solid black; padding: 2px;">Reelection</span></p> <p>Attendance at Board of Directors meetings (during the 112th business term) 13/13 (100%)</p>	<p>June 1983: Joined the Company</p> <p>June 1983: Standing Audit &amp; Supervisory Board Member</p> <p>June 1985: Director</p> <p>June 1988: Managing Director</p> <p>Executive General Manager, Management Support Division</p> <p>June 1990: Representative and Senior Managing Director</p> <p>June 1994: Representative Executive Vice President</p> <p>June 1996: Executive General Manager, Electronic Equipment Headquarters</p> <p>June 1999: President (present post)</p>	470,115 shares
		<p>Reasons for nominating him a candidate for Director</p> <p>After serving as an Audit &amp; Supervisory Board Member, a Director, and a Managing Director, Mr. Takanori Kitano assumed the office of Representative and Senior Managing Director in June 1990, and then after serving as Representative Executive Vice President, he assumed the office of President in June 1999. He has rich experience such as in reinforcing the effectiveness of the decision-making functions and the supervisory functions of the Board of Directors, has extensive knowledge of the Company's business, and has appropriately performed his duties and responsibilities. For these reasons, the Company has nominated him again as a candidate for</p>	

		Director.	
2.	<p>Yutaka Hiratsuka (October 28, 1956)</p> <p><span>Reelection</span></p> <p>Attendance at Board of Directors meetings (during the 112th business term) 12/13 (92%)</p>	<p>March 1980: Joined the Company</p> <p>June 2005: Executive General Manager, Display Device Division</p> <p>June 2008: Director</p> <p>June 2013: Chief Purchasing Officer (present post)</p> <p>Chief Logistics Officer (present post)</p> <p>Chief Compliance Officer (present post)</p> <p>Chief Domestic Subsidiary Officer (present post)</p> <p>June 2014: Managing Director (present post)</p> <p>June 2015: Chief Environment Officer (present post)</p>	28,600 shares
		<p>Reasons for nominating him as a candidate for Director</p> <p>Mr. Yutaka Hiratsuka has rich experience from having served in positions including the Executive General Manager of the Display Device Division, the Chief Purchasing Officer, the Chief Logistics Officer, the Chief Compliance Officer, the Chief Domestic Subsidiary Officer, and the Chief Environment Officer, has extensive knowledge of the Company's business, and has appropriately performed his duties and responsibilities. For these reasons, the Company has nominated him again as a candidate for Director.</p>	
3.	<p>Toru Tanabe (March 10, 1959)</p> <p><span>Reelection</span></p> <p>Attendance at Board of Directors meetings (during the 112th business term)</p>	<p>April 1981: Joined the Company</p> <p>June 2008: Executive General Manager, Integrated Components Division</p> <p>June 2010: Director (present post)</p> <p>June 2014: Chief Technical Officer (present post)</p> <p>Chief Asian &amp; Oceanian Business Officer (present post)</p> <p>June 2015: Chief Quality Assurance Officer (present post)</p>	19,500 shares

	13/13 (100%)	<p>Reasons for nominating him as a candidate for Director</p> <p>Mr. Toru Tanabe has rich experience from having served in positions including the Executive General Manager of the Integrated Components Division, the Chief Technical Officer, the Chief Asian &amp; Oceanian Business Officer, and the Chief Quality Assurance Officer, has extensive knowledge of the Company's business, and has appropriately performed his duties and responsibilities. For these reasons, the Company has nominated him again as a candidate for Director.</p>	
4.	<p>Katsutoshi Iino (September 23, 1961)</p> <p><u>Reelection</u></p> <p>Attendance at Board of Directors meetings (during the 112th business term) 13/13 (100%)</p>	<p>April 1985: Joined the Company</p> <p>June 2005: General Manager, Accounting &amp; Budget Department</p> <p>June 2013: Director (present post) Chief Corporate Management Officer (present post)</p>	13,300 shares
		<p>Reasons for nominating him as a candidate for Director</p> <p>Mr. Katsutoshi Iino has rich experience from having served in positions including the General Manager of the Accounting &amp; Budget Department and the Chief Corporate Management Officer, has extensive knowledge of the Company's business, and has appropriately performed his duties and responsibilities. For these reasons, the Company has nominated him again as a candidate for Director.</p>	
5.	<p>Hiroyuki Takamori (January 2, 1957)</p> <p><u>Reelection</u></p> <p>Attendance at Board of Directors meetings (during the 112th business term) 13/13 (100%)</p>	<p>April 1977: Joined the Company</p> <p>June 2009: Executive General Manager, Automotive Division II</p> <p>June 2014: Director (present post) Chief Manufacturing Officer (present post)</p> <p>June 2015: Chief American Business Officer (present post)</p>	18,500 shares
		<p>Reasons for nominating him as a candidate for Director</p> <p>Mr. Hiroyuki Takamori has rich experience from having served in positions including the Executive General Manager of Automotive Division II, the Chief Manufacturing Officer, and the Chief American Business Officer, has extensive knowledge of the Company's business, and has appropriately performed his duties and responsibilities. For these reasons, the Company has</p>	

		nominated him again as a candidate for Director.	
6.	<p>Mitsuhiro Yoneya (August 17, 1958)</p> <p><u>Reelection</u></p> <p>Attendance at Board of Directors meetings (during the 112th business term)</p> <p>13/13 (100%)</p>	<p>March 1974: Joined the Company</p> <p>June 2009: Executive General Manager, Automotive Division I</p> <p>June 2015: Director (present post)</p> <p>Chief Sales Officer (present post)</p> <p>Chief Chinese Business Officer (present post)</p> <p>June 2016: Executive General Manager, Automotive Division I (present post)</p>	10,200 shares
		<p>Reasons for nominating him as a candidate for Director</p> <p>Mr. Mitsuhiro Yoneya has rich experience from having served in positions including the Executive General Manager of Automotive Division I, the Chief Sales Officer, and the Chief Chinese Business Officer, has extensive knowledge of the Company's business, and has appropriately performed his duties and responsibilities. For these reasons, the Company has nominated him again as a candidate for Director.</p>	
7.	<p>Masakatsu Mori (January 22, 1947)</p> <p><u>Reelection</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p>Attendance at Board of Directors meetings (during the 112th business term)</p> <p>11/13 (85%)</p>	<p>October 1972: Obtained the license as a certified public accountant</p> <p>February 1989: Representative Director-President of Andersen Consulting (now Accenture Japan Ltd.)</p> <p>Board Member of Andersen Consulting (Global) (now Accenture)</p> <p>April 2003: Representative Director-Chairman of Accenture Japan Ltd.</p> <p>April 2007: Outside Director of SKY Perfect JSAT Corporation (now SKY Perfect JSAT Holdings Inc.) (present post)</p> <p>May 2007: Member of Independent Committee of the Company</p>	8,200 shares

		<p>(present post)</p> <p>October 2009: President of International University of Japan</p> <p>June 2010: Outside Director of the Company (present post)</p> <p>June 2013: Outside Director of Yamato Holdings Co., Ltd. (present post)</p> <p>November 2013: Vice Chairman of International University of Japan (present post)</p> <p>March 2015: Outside Audit &amp; Supervisory Board Member of Kirin Holdings, Inc. (present post)</p>	
		<p>Reasons for nominating him as a candidate for Outside Director</p> <p>Mr. Masakatsu Mori has insight and rich experience from many years as a president and a vice chairman of a university and manager of a consulting firm. Since his assumption of the office of Member of the Independent Committee of the Company in May 2007 and the office of Outside Director of the Company in June 2010, he has made tremendous contributions to ensuring the objectivity, neutrality, and legal conformity of the Company's management. For these reasons, the Company has nominated him again as a candidate for Outside Director.</p>	
8.	<p>Hirokazu Kono (April 22, 1957)</p> <p><span>Reelection</span></p> <p><span>Outside</span></p> <p><span>Independent</span></p> <p>Attendance at Board of Directors meetings (during the 112th business term) 13/13 (100%)</p>	<p>April 1987: Assistant at Graduate School of Business Administration, Keio University</p> <p>April 1991: Associate Professor at Graduate School of Business Administration, Keio University</p> <p>April 1998: Professor at Graduate School of Business Administration, Keio University (present post)</p> <p>October 2009: Dean of Graduate School of Business Administration, Keio University (present post)</p> <p>President of Keio Business School (present post)</p> <p>January 2012: President of Association of Asia-Pacific Business</p>	1,400 shares



		<p>Schools</p> <p>May 2013: President of Japan Industrial Management Association</p> <p>June 2014: Outside Audit &amp; Supervisory Board Member of Okasan Securities Group Inc.</p> <p>June 2015: Outside Director and Audit and Supervisory Committee Member of Okasan Securities Group Inc. (present post)</p> <p>Outside Director of the Company (present post)</p> <p>May 2017: Auditor of Japan Industrial Management Association (present post)</p>	
		<p>Reasons for nominating him as a candidate for Outside Director</p> <p>Mr. Hirokazu Kono specializes in management engineering and has insight and rich experience in business management. Since his assumption of the office of Outside Director of the Company in June 2015, he has made tremendous contributions to ensuring the objectivity, neutrality, and legal conformity of the Company's management. For these reasons, the Company has nominated him again as a candidate for Outside Director.</p>	
9.	<p>Yasuaki Kaizumi (December 22, 1963)</p> <p><span>New election</span></p>	<p>April 1987: Joined the Company</p> <p>April 2011: General Manager, Engineering Technology Center</p> <p>June 2013: Executive General Manager, Integrated Components Division (present post)</p> <p>April 2017: Chief System Technical Officer (present post)</p>	1,800 shares
		<p>Reasons for nominating him as a candidate for Outside Director</p> <p>Mr. Yasuaki Kaizumi has rich experience from having served in positions including the General Manager of the Engineering Technology Center, the Executive General Manager of the Integrated Components Division, and the Executive Officer and Chief System Technical Officer, and has extensive knowledge of the Company's business. The Company has nominated him as a candidate for Director</p>	

		with the expectation that such experience, etc. will be utilized for the Company's management.	
10.	Keisuke Ueda (September 8, 1962)  <div>New election</div>	April 1981: Joined the Company  April 2012: General Manager, Sales Department III, Automotive Division II  July 2012: General Manager of Tianjin Stanley Electric Co., Ltd.  August 2013: Executive General Manager, Automotive Division II (present post)	2,000 shares
		Reasons for nominating him as a candidate for Outside Director  Mr. Keisuke Ueda has rich experience from having served in positions including the General Manager of Sales Department III of Automotive Division II, the General Manager of Tianjin Stanley Electric Co., Ltd., and the Executive General Manager of Automotive Division II, and has extensive knowledge of the Company's business. The Company has nominated him as a candidate for Director with the expectation that such experience, etc. will be utilized for the Company's management.	

- Note: 1. There are no special interests between the director candidates and the Company.
- Masakatsu Mori and Hirokazu Kono are candidates for Outside Director.
  - The Company designated Masakatsu Mori and Hirokazu Kono as candidates for independent director under the provisions of the Tokyo Stock Exchange, and notified the exchange to that effect.
  - Masakatsu Mori will have been in office as an Outside Director of the Company for 7 years at the close of this ordinary general meeting of shareholders.
  - Hirokazu Kono will have been in office as an Outside Director of the Company for 2 year at the close of this ordinary general meeting of shareholders.
  - Masakatsu Mori and Hirokazu Kono are currently Outside Directors of the Company, and the Company has entered into a limited liability contract with each of them to limit their respective liability to 5 million yen or the minimum liability amount provided in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If their reelection is approved, the Company intends to maintain the limited liability contract with each of them.

–End of First Item of Business–

## Second Item of Business Election of 1 Auditor & Supervisory Board Member

The term of the Audit & Supervisory Board Member Toru Furuta will expire at the end of the 112th ordinary general meeting of shareholders. It is therefore proposed that 1 Audit & Supervisory Board Member be elected.

The consent of the Audit & Supervisory Board has been obtained in respect of this proposal.

The candidate for Audit & Supervisory Board Member is as follows.

Name (Date of Birth)	Career History, Positions, and Significant Concurrent Posts	Number of Shares of the Company Owned
<p>Koji Shimoda (April 27, 1962)</p> <p><span style="border: 1px solid black; padding: 2px;">New election</span></p> <p>Attendance at Board of Directors meetings (during the 112th business term) 13/13 (100%)</p>	<p>April 1985: Joined the Company</p> <p>June 2008: Executive General Manager, Strobe Division</p> <p>June 2014: Director (present post) Chief Research and Development Officer (present post) Chief Technical Marketing Officer (present post)</p> <p>June 2015: Chief European Business Officer (present post)</p>	14,100 shares
	<p>Reasons for nominating him as a candidate for Audit &amp; Supervisory Board Member</p> <p>Mr. Koji Shimoda has rich experience from having served in positions including the Executive General Manager of the Strobe Division, the Chief Research and Development Officer, the Chief Technical Marketing Officer, and the Chief European Business Officer, and has extensive knowledge of the Company's business. The Company has nominated him as a candidate for Audit &amp; Supervisory Board Member with the expectation that such experience, etc. will be utilized for audit and supervisory activities at the Company.</p>	

Note: There are no special interests between the Audit & Supervisory Board Member candidate and the Company.

—End of Second Item of Business—