

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 6958)  
June 8, 2018

**To Shareholders with Voting Rights:**

Isao Osawa  
President  
CMK Corporation  
6-5-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

**NOTICE OF  
THE 58TH 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 58th Annual General Meeting of Shareholders of CMK 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 5:10 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:** Multiple Hall, Cultural Centre of Fujimi City, KIRARI FUJIMI located at 1803-1, Oaza Tsuruma, Fujimi-shi, Saitama

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 58th 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 58th Fiscal Year (April 1, 2017 - March 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven (7) Directors  
**Proposal 3:** Election of One (1) Substitute Corporate Auditor

**4. Other Matters concerning the Notice of Convocation**

Of the documents attached to the Notice of Convocation, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (<http://www.cmk-corp.com>) on the Internet based on relevant laws and Article 16 of the Companies Act.

As a result, the documents attached to this Notice of Convocation are a subset of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Board of Corporate Auditors during preparation of the Audit Report.

---

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Any revision to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements will be posted on the Company's website (<http://www.cmk-corp.com>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

The appropriation of surplus is proposed as follows.

Matters concerning the year-end dividend:

The Company considers the return of profits to shareholders as one of its most important measures. The Company's basic policy is to implement the stable and continued payment of dividends while securing the necessary internal reserves for strengthening the management structure and future business development, as well as taking into consideration matters such as business performance and financial status.

Based on this policy, the Company proposes a year-end dividend for the fiscal year under review of 10 yen per share, as follows.

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof  
10 yen per share of common stock of the Company  
Total amount: 591,975,910 yen
- (3) Effective date of distribution of surplus  
June 29, 2018

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

The terms of office of all nine (9) Directors will expire at the conclusion of the General Meeting of Shareholders. In accordance with reconsidering of management structure, the Company proposes a decrease of two (2) Director. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takeo Takai (January 12, 1953)	<p>March 1976      Joined the Company</p> <p>April 1994      General Manager of Production Engineering Department of Niigata Satellite of the Company</p> <p>June 1997      Director of the Company</p> <p>April 2002      Executive Officer of the Company</p> <p>April 2006      Executive Managing Officer of the Company</p> <p>June 2008      Director and Executive Managing Officer of the Company</p> <p>April 2011      Representative Director of the Company</p> <p>June 2011      Representative Director and Executive Vice President of the Company</p> <p>April 2014      President and Chief Executive Officer of the Company</p> <p>April 2018      Chairman and Representative Director of the Company (current position)</p> <p>[Significant concurrent positions] Chairperson of the Foundation for Technology Promotion Electronic Circuit Board</p>	14,408
<p>[Reason for selection of the candidate for Director]</p> <p>Mr. Takeo Takai has made solid progress in business rationalization and productivity improvement since he was appointed as President in April 2014. He has also demonstrated strong leadership in reinforcing the Company's profitability. He has served as Chairman and Representative Director since April this year. The Company has determined that he can appropriately improve corporate value with his ample experience and excellent insight, and therefore continues to propose to elect him as Director.</p>			
2	Isao Osawa (April 29, 1958)	<p>September 1989      Joined CMK Kanbara Electronics Corporation</p> <p>August 1992      Joined Kuwabara Electric Corporation (current Niigata Quality Supply Co., Ltd.)</p> <p>October 2014      Joined the Company Deputy General Manager of Domestic Operations Head Office and Kanbara Manufacturing Operation of the Company</p> <p>December 2014      General Manager of Domestic Operations Head Office and Quality Assurance Department of the Company</p> <p>February 2015      Executive Officer of the Company General Manager of Domestic Operations Head Office of the Company</p> <p>April 2016      In charge of Production of the Company</p> <p>June 2016      Director and Executive Officer of the Company</p> <p>April 2018      President and Chief Executive Officer of the Company (current position)</p>	236
<p>[Reason for selection of the candidate for Director]</p> <p>Mr. Isao Osawa has ample experience and achievements through his involvement mainly in the production division and management of the group-wide production divisions as Director and Executive Officer since 2016. He has been at the helm of the Company's management as President since April this year to demonstrate leadership in further profitability improvement. The Company has determined that he can appropriately improve corporate value and therefore continues to propose to elect him as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Akira Kurosawa (March 15, 1962)	<p>April 1984      Joined Canon Electronics Inc.  March 2008      Director of Canon Electronics Inc.  March 2013      Joined the Company  April 2013      General Manager of Accounting Department and General  Manager of Finance Department of the Company  October 2013    Executive Officer of the Company  June 2014      Director and Executive Officer of the Company  In charge of Accounting and Finance of the Company  April 2015      Director and Executive Managing Officer of the Company  (current position)  April 2018      Senior General Manager of Administration Division and  General Manager of Global Management Office of the  Company (current position)</p> <p>[Significant concurrent positions]  Representative Director and President of CMK FINANCE CORPORATION</p>	2,377
<p>[Reason for selection of the candidate for Director]  Mr. Akira Kurosawa has professional knowledge and ample achievements mainly in the accounting and finance fields. He is currently in charge of Administration Division that controls corporate planning, accounting, information systems, general affairs, and personnel, and also in charge of development of corporate strategies as Director and Executive Managing Officer. The Company has determined that he can appropriately improve corporate value and therefore continues to propose to elect him as Director.</p>			
4	Eizo Shibata (June 20, 1960)	<p>April 1984      Joined the Company  April 2001      General Manager of Central Region Sales Division of the  Company  April 2002      Managing Director of CMK EUROPE N.V.  August 2006      Joined Toyota Tsusho Electronics Corporation  August 2008      General Manager of Overseas Sales Administration  Department of the Company  January 2012    Chairman of CMKC (HK) LIMITED  December 2012 Executive Officer of the Company  In charge of Sales of the Company  May 2014      Executive Managing Officer of the Company  June 2015      Director and Executive Managing Officer of the Company  In charge of Sales of the Company  (current position)</p>	4,263
<p>[Reason for selection of the candidate for Director]  Mr. Eizo Shibata has been involved in the sales division since he joined the Company and he has ample experience and achievements through practical operations. He currently serves as Director and Executive Managing Officer and controls the group-wide sales division as well as works for strengthening global sales. Accordingly, the Company has determined that he can appropriately improve corporate value, and therefore continues to propose to elect him as Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Hiroshi Hanaoka (October 12, 1956)	<p>January 1989    Joined the Company</p> <p>April 1999    General Manager of Associated Company Control Department of the Company</p> <p>April 2001    General Manager of Sales Planning Department of the Company</p> <p>April 2003    General Manager of Sales Promotion Division and Sales Administration Department and General Manager of Purchasing and Logistics Department of the Company</p> <p>April 2005    General Manager of Auditing Office of the Company</p> <p>April 2007    Executive Officer and General Manager of Auditing Office of the Company In charge of CSR, Risk Management, and Safety Management of the Company</p> <p>June 2014    Director and Executive Officer of the Company (current position)</p> <p>April 2016    In charge of Quality Management and Environment Management of the Company (current position)</p>	2,515
<p>[Reason for selection of the candidate for Director]</p> <p>Mr. Hiroshi Hanaoka has worked in a wide range of fields such as accounting and finance, purchasing, environment management, internal control, risk management, and auditing divisions with his ample experience and achievements. He currently serves as Director and Executive Officer in order to improve group-wide quality. Accordingly, the Company has determined that he can appropriately improve corporate value, and therefore continues to propose to elect him as Director.</p>			
6	Tsuyoshi Ukyo (January 27, 1964)	<p>April 1992    Assistant, Division of Mechanical Engineering and Materials Science, Yokohama National University</p> <p>August 1993    Lecturer, Division of Mechanical Engineering and Materials Science, Yokohama National University</p> <p>August 1996    Assistant Professor, Division of Mechanical Engineering and Materials Science, Yokohama National University</p> <p>April 2001    Assistant Professor, Division of System Research and Course of Systems Design, Faculty of Engineering, Yokohama National University</p> <p>April 2007    Associate Professor, Division of System Research and Course of Systems Design, Faculty of Engineering, Yokohama National University</p> <p>April 2012    Professor, Division of System Research and Course of Systems Design, Faculty of Engineering, Yokohama National University (current position)</p> <p>June 2015    Outside Director of the Company (current position)</p> <p>[Significant concurrent positions] Professor, Faculty of Engineering, Yokohama National University</p>	0
<p>[Reason for selection of the candidate for Outside Director]</p> <p>Mr. Tsuyoshi Ukyo has provided appropriate advice to the Company's management and supervision from his independent position by utilizing his professional knowledge and experience gained as a university professor and made appropriate remarks in the Board of Directors. While he has not had previous involvement with corporate management except for being an Outside Officer, it has been determined that he can appropriately carry out his duties as Outside Director for the above reasons.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Rika Sato (August 15, 1962)	<p>April 1992 Registered as an attorney (Tokyo Bar Association)</p> <p>December 1998 Registered as an attorney in the New York State</p> <p>June 2000 Joined Asahi &amp; Koma Law Office (current Nishimura &amp; Asahi)</p> <p>January 2003 Partner, Asahi &amp; Koma Law Office</p> <p>June 2007 Joined the foreign law joint enterprise Jones Day</p> <p>Partner, Jones Day</p> <p>May 2015 External Audit &amp; Supervisory Board Member, Dexerials Corporation (current position)</p> <p>January 2016 Founded Ota &amp; Sato</p> <p>Partner, Ota &amp; Sato (current position)</p> <p>July 2016 Audit &amp; Supervisory Board Member, Lubrizol Japan Limited (current position)</p> <p>[Significant concurrent positions]</p> <p>Partner, Ota &amp; Sato</p> <p>External Audit &amp; Supervisory Board Member, Dexerials Corporation</p> <p>Audit &amp; Supervisory Board Member, Lubrizol Japan Limited</p>	0
<p>[Reason for selection of the candidate for Outside Director]</p> <p>The Company believes Ms. Rika Sato can contribute to further strengthening of corporate governance by providing useful advice on management based on her specialist knowledge and experience as a lawyer. Accordingly, the Company proposes to elect her as Director. While she has not had previous involvement with corporate management except for being an Outside Officer, it has been determined that she can appropriately carry out her duties as Outside Director for the above reasons.</p>			

- (Notes) 1. There are no special interests between each candidate for Director and the Company.
2. Mr. Tsuyoshi Ukyo and Ms. Rika Sato are candidates for Outside Director. The term of office of Mr. Tsuyoshi Ukyo as Outside Director will be three (3) years at the conclusion of this Annual General Meeting of Shareholders.
3. The Company has submitted notification that Mr. Tsuyoshi Ukyo has been designated as an Independent Director as stipulated by the Tokyo Stock Exchange. If his reelection is approved, the Company intends for him to continue being an Independent Director. Furthermore, Ms. Rika Sato satisfies the requirements for an Independent Director stipulated by the Tokyo Stock Exchange. If her election is approved, the Company intends to submit notification concerning her appointment as an Independent Director.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Mr. Tsuyoshi Ukyo to limit the liability under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If he is reappointed as Outside Director, the Company plans to continue the same agreement with him. Also, if Ms. Rika Sato is appointed as Outside Director, the Company plans to conclude the same agreement with her.

**Proposal 3:** Election of One (1) Substitute Corporate Auditor

In order to fill a deficiency in the number of Corporate Auditors stipulated under laws and regulations, the election of one (1) Substitute Corporate Auditor is proposed. The effective period of the term of office of the Substitute Corporate Auditor is from the conclusion of this General Meeting to the time of the next Annual General Meeting of Shareholders.

The candidate for Substitute Corporate Auditor is as follows.

The Board of Corporate Auditors has previously given its approval to this proposal.

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Yukako Saito (Yukako Oshimi) (August 11, 1976)	October 2002 Registered as an attorney (Dai-Ichi Tokyo Bar Association) Joined Nagashima Ohno & Tsunematsu April 2011 Secended to Ricoh Company, Ltd. September 2014 Joined Shibata, Suzuki & Nakada Partner, Shibata, Suzuki & Nakada (current position) June 2015 Outside Corporate Auditor of JP-Holdings Inc. (current position) [Significant concurrent positions] Outside Corporate Auditor of JP-Holdings Inc.	0
[Reason for selection of the candidate for Substitute Outside Corporate Auditor] The Company proposes election of Ms. Yukako Saito (the name used in course of profession is Yukako Oshimi) in order to utilize her professional knowledge and experience as an attorney as well as strengthen the auditing system of the Company from her objective standpoint. While she has not had previous involvement with corporate management except for being an Outside Officer, it has been determined that she can appropriately carry out her duties as Outside Corporate Auditor for the above reasons.		

- (Notes) 1. There are no special interests between each candidate for Substitute Corporate Auditor and the Company.
2. The Company elects Ms. Yukako Saito as Substitute Outside Corporate Auditor. She meets the requirements for Independent Director/Auditor stipulated by the Tokyo Stock Exchange.
3. Subject to the approval of the election of Ms. Yukako Saito, the Company intends to enter into an agreement to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act based on Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.