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Dear Shareholders:

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

Along with the delivery of the Notice of the 114th Annual General Meeting of Shareholders, please allow me to say a few words.

The SANYO DENKI Group (the “Company Group”) aims to provide standardized and high quality products and services to customers around the world, and has been advancing structural reforms to allow the 17 group companies across the world to serve the same functions as the Company.

Specifically, at each group company, we established technical centers to provide technological support, technological training, product customization, and after service to customers across the world.

Additionally, we made it possible to procure materials in various countries around the world, realizing an expansion in the range of procurement for high-quality parts with competitive pricing.

Furthermore, we established a unified accounting system across the entire group, and at the same time established a unified personnel system that includes personnel training.

In development for new products, as stated below, many products were completed according to plan which boasts the No. 1 spots in the industry for performance, energy conservation, and reliability.

In production activities, a third plant was constructed at SANYO DENKI PHILIPPINES, INC., and in addition to the manufacture of cooling fans, power supplies, stepping motors, and servo motors, production of servo amplifiers also began this year.

Additionally, in domestic plants, we advanced the automation and efficiency of production.

However, the fall in demand owing to a deceleration in the Chinese economy was pronounced, and business results for the fiscal year under review were unfavorable, as stated below.

Dividends at the end of the fiscal year under review will be 9 yen per share, the same as the previous year, if approved at this General Meeting of Shareholders.

Furthermore, interim dividends were 9 yen per share, and annual dividends shall be 18 yen.

We look forward to your continued support.

May 30, 2016

Shigeo Yamamoto
Chief Executive Officer / President and Chief Operating Officer

NOTICE OF THE 114TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

- 1. Date and Time:** Wednesday, June 15, 2016 at 10:00 a.m. Japan time
- 2. Place:** Conference Room, 11th Floor
SANYO DENKI CO.,LTD.
JR Otsuka Minamiguchi Building
3-33-1, Minami-Otsuka,
Toshima-ku, Tokyo,
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 114th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company’s 114th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of 1 Audit & Supervisory Board Member

When attending the meeting: Please submit the enclosed Voting Rights Exercise Form at the reception desk.
Please come wearing light clothing (“Cool Biz”).

- Pursuant to laws and regulations and Article 16 of the Articles of Incorporation of the Company, the notes to the consolidated financial statements and the notes to the non-consolidated financial statements are posted on the Company’s website, and are not included in this convocation notice. As a result, notes to the consolidated financial statements and the notes to the non-consolidated financial statements available on the Company’s website are included in the financial statements audited by the Audit & Supervisory Board in preparation of the Audit Report and the Accounting Auditor in preparation of the Independent Auditor’s Report.
- Any updates to the Reference Documents, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements for the General Meeting of Shareholders will be promptly posted on the Company’s website.
- The Company’s website is: <http://www.sanyodenki.co.jp/>

Exercise of Voting Rights

Voting rights may be exercised via the following methods.

When attending the meeting in person

Date of Annual General Meeting of Shareholders: Wednesday, June 15, 2016 at 10:00 a.m. Japan time
Please submit the enclosed Voting Rights Exercise Form at the reception desk

When exercising voting rights by writing

Exercise deadline: Arrive by Tuesday, June 14, 2016 at 5:00 p.m. Japan time
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it without postage.

When using the Internet

Exercise deadline: Input by Tuesday, June 14, 2016 at 5:00 p.m. Japan time
Please indicate your vote for or against the proposals on the voting rights exercise website (<http://www.e-sokai.jp>). This voting rights exercise website can also be viewed via mobile phone.

When exercising voting rights, please be aware of the following:

- If you vote both in writing on the Voting Rights Exercise Form and via the Internet, the vote placed via the Internet, will be valid.
- In addition, if you submit your vote multiple times via the same method, the last vote will be valid.
- In the event that there is no indication of for or against, this will be considered voting for the proposal.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

To further strengthen the corporate structure and become resilient against harsh competitive forces in the industry for orders, in consideration of future business expansion etc., and while securing internal reserves, the Company has a fundamental policy of providing dividends proportional to business results.

Under this policy, concerning the appropriation of surplus for the 114th fiscal year, the Company proposes the following.

Including the interim dividend of 9 yen per share, this amounts to full-year dividends of 18 yen per share.

1. Year-end dividend
 - 9 yen per share of common stock of the Company
 - Total amount: 558,931,599 yen
2. Effective date of dividends
 - June 16, 2016

Proposal No. 2: Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Hisayuki Ogura will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
<p>Candidate for Outside Audit & Supervisory Board Member Reappointment Hisayuki Ogura (Dec. 1, 1938)</p>	<p>Apr. 1964 Joined Japan Servo Co., Ltd. Jun. 1993 General Manager, Sales Division Jun. 1995 Director Jun. 1999 Managing Director Jun. 2003 Senior Executive Jun. 2004 Audit & Supervisory Board Member of the Company</p> <p>(Notes) 1. There is no special interest between the Company and Mr. Hisayuki Ogura. 2. Reason for selection as candidate for Outside Audit & Supervisory Board Member Mr. Hisayuki Ogura has served in important posts at another company, and the Company would like to utilize this knowledge and experience in its audits, and thus requests his election as Outside Audit & Supervisory Board Member. His term of office as Outside Audit & Supervisory Board Member will be 12 years as of the close of this General Meeting of Shareholders.</p>	<p>38,000 shares</p>