

(Translation)

**Hitachi High-Technologies Corporation**

24-14, Nishi-Shimbashi 1-chome,

Minato-ku, Tokyo

May 31, 2013

**Notice of the 94th Ordinary General Meeting of Shareholders**

Dear Shareholders:

You are cordially invited to attend the 94th Ordinary General Meeting of Shareholders of Hitachi High-Technologies Corporation (TOKYO: 8036; the “Company”) to be held as follows.

In the event you are not able to attend, it is requested that you review the following reference documentation for the Ordinary General Meeting of Shareholders, indicate your vote for or against each agenda item in the enclosed voting form and send the form back to us, or vote via the Internet, following the instructions stated in the “Guide to Exercising Voting Rights” found on page 3.

- 1. Date**        **Thursday, June 20, 2013 at 10:00 a.m.**
- 2. Location**   **Hitachi High-Technologies Corporation (2F Conference Room)**  
**24-14, Nishi-Shimbashi 1-chome, Minato-ku, Tokyo**
- 3. Agenda**

**Reporting Matters**

1. Report on the Business Report, Consolidated Financial Statements for the 94th Business Term (from April 1, 2012 to March 31, 2013), and the results of the audit on the Consolidated Financial Statements by the Accounting Auditors and the Audit Committee
2. Report on the Unconsolidated Financial Statements for the 94th Business Term (from April 1, 2012 to March 31, 2013)

**Matters to Be Resolved**

- Item** Election of 6 Directors due to expiration of the term of office of all Directors

#### 4. Decisions upon Convening the 94th Ordinary General Meeting of Shareholders

- (1) Please send back the voting form so that it would arrive at the Company no later than 5:00 p.m. (Wednesday) June 19, 2013.
- (2) If you wish to exercise your voting rights via the Internet, please do so by 5:00 p.m. on (Wednesday) June 19, 2013.
- (3) If you have cast your vote both via the Internet and by the enclosed voting form, the vote that has been cast on the Internet will be deemed effective.
- (4) If you have exercised your voting rights more than once, either via the Internet, your last exercised vote will be deemed effective.
- (5) If you wish to exercise your voting rights inconsistently, please notify the Company in writing that you will be doing so and the reasons no later than three days before the General Meeting of Shareholders.

Very truly yours,

Masao Hisada  
Representative Executive Officer, President,  
Chief Executive Officer and Director

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#### Notes:

- Business Report, Unconsolidated Financial Statements, Audit Reports and Consolidated Financial Statements to be provided with this Notice are included in the "Report on the 94th Business Term."  
However, as the following items are reported on the Company's website (<http://www.hitachi-hitec.com>), in accordance with laws and regulations of Japan and Article 14 of the Articles of Incorporation, they are not shown in the "Report on the 94th Business Term."
  1. Notes to Consolidated Financial Statements
  2. Notes to Unconsolidated Financial StatementsAn audit report on Consolidated Financial Statements is also included in the "Report on the 94th Business Term."
- In the event the reference documentation for Ordinary General Meeting of Shareholders, Business Report, Unconsolidated Financial Statements or Consolidated Financial Statements need to be modified, the Company will post the revised matters on the above website.

## Guide to Exercising Voting Rights

- When attending the Ordinary General Meeting of Shareholders, you are earnestly requested to submit the enclosed voting form at the reception desk.
- In the event you are not able to attend, you are asked to exercise your voting rights by either of the following methods.

### 1. Exercise of voting rights by paper ballot (mail)

Please indicate your vote for or against each agenda item in the enclosed voting form and send the form back to us so that it would arrive at the Company no later than 5:00 p.m. (Wednesday) June 19, 2013.

### 2. Exercise of voting rights via the Internet

#### (1) From your personal computer

- 1) Please access the “Exercise of Voting Rights website (<http://www.tosyodai54.net>).”
- 2) Please enter the “Exercise of voting rights code” and “Password” stated under “Request” in the enclosed voting form. It should be noted that this code and password are only valid for this Ordinary General Meeting of Shareholders.
- 3) Please follow the instructions on the screen and enter your vote for or against each agenda item and cast your vote by **5:00 p.m. (Wednesday) June 19, 2013.**

#### (2) From your mobile phone

Similarly to “(1) From your personal computer”, you are asked to access the “Exercise of Voting Rights website (<http://www.tosyodai54.net>)”, and exercise your voting rights.

### \*Important reminders when using the “Exercise of Voting Rights website”

1. Please be aware that connectivity fees and charges (e.g., phones charges) by the provider incurred when accessing the “Exercise of Voting Rights website” shall be borne by the shareholder.
2. When accessing the voting website from your mobile phone (with certain exceptions including smartphones), your phone will need to be able to access either i-mode, Ezweb, or Yahoo! Keitai services and will also need to have encrypted communication functions (support for the SSL protocol). (“i-mode” is a trademark or registered trademark of NTT DOCOMO, INC.; “Ezweb” is a trademark or registered trademark of KDDI CORPORATION; “Yahoo!” is a trademark or registered trademark of Yahoo! Inc.; and “Yahoo! Keitai” is a trademark or registered trademark of SOFTBANK MOBILE Corp.)
3. When accessing the “Exercise of Voting Rights website” from certain mobile handsets (e.g., smartphones), you will be connected to the website for personal computers.

### **For inquiries regarding exercising voting rights via the Internet, please contact:**

Tokyo Securities Transfer Agent Co. Ltd., the shareholder registry administrator

Phone: 0120-88-0768 (toll free)

(Business hours: 9:00 – 21:00)

**Reference Documentation**

**Item Election of 6 Directors due to expiration of the term of office of all Directors**

Due to expiration at the close of this Meeting of the term of office of all the present Directors (6 Directors) under the Article 19 of the Company's Articles of Incorporation, it is proposed that 6 Directors be elected.

The nominees are as follows:

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
1	Kazuhiro Mori (Oct. 7, 1946)  [Nominee for new director]	None	4/1969 Joined Hitachi, Ltd. 2/1999 General Manager of Chubu Area Operation, Hitachi, Ltd. 6/2003 Executive Officer, Hitachi, Ltd. 4/2004 Vice President and Executive Officer, Hitachi, Ltd. 8/2005 President and Director, Hitachi Displays, Ltd. 4/2006 Senior Vice President and Executive Officer, Hitachi, Ltd. 1/2007 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd. 6/2007 Outside Director, Hitachi Capital Corporation 6/2010 Chairman of the Board, Hitachi Capital Corporation Outside Director, Hitachi Medical Corporation 4/2011 Director, Hitachi Maxell, Ltd. 4/2012 Executive Vice President and Executive Officer, Hitachi, Ltd.	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
2	Masao Hisada (Dec. 16, 1948)	Representative Executive Officer, President, Chief Executive Officer, Director, Member of Nominating Committee and Compensation Committee, Hitachi High-Technologies Corporation	<p>4/1972 Joined Hitachi, Ltd.</p> <p>2/1995 Senior Manager of International Sales Division, Power Systems Division, Hitachi, Ltd.</p> <p>4/1999 General Manager of International Sales Division, Electric Utility Sales Operations Group, Power &amp; Industrial Systems Group, Hitachi, Ltd.</p> <p>2/2001 General Manager of Hitachi (China), Ltd.</p> <p>4/2003 General Manager of Global Business Division, Deputy General Manager of Corporate Export Regulation Division, Hitachi, Ltd.</p> <p>2/2004 President and CEO of Hitachi America, Ltd.</p> <p>2/2006 General Manager of Group Procurement Division, Hitachi, Ltd.</p> <p>4/2006 General Manager of Corporate Procurement Division, Hitachi, Ltd.</p> <p>4/2007 Vice President and Executive Officer, Hitachi, Ltd.</p> <p>4/2010 Representative Executive Officer, Executive Vice President, and Executive Officer, Hitachi High-Technologies Corporation</p> <p>6/2010 Representative Executive Officer, Executive Vice President, Executive Officer and Director, Hitachi High-Technologies Corporation</p> <p>4/2011 Representative Executive Officer, President, Chief Executive Officer and Director, Hitachi High-Technologies Corporation (to date)</p>	24,000
3	Katsumi Mizuno (Feb. 17, 1949)	Director, Member of Audit Committee, Hitachi High-Technologies Corporation	<p>4/1972 Joined Hitachi, Ltd.</p> <p>2/1994 General Manager of Administration Division, Hitachi Consumer Products (Malaysia) Sdn. Bhd.</p> <p>8/1997 Senior Manager of Industrial Equipment Division and General Manager of Administration of the Narashino Works, Hitachi, Ltd.</p> <p>4/2001 General Manager of Labor Planning of Power &amp; Industrial Systems Group, Hitachi, Ltd.</p> <p>7/2004 General Manager of Human Resources &amp; General Affairs Division, Hitachi High-Technologies Corporation</p> <p>4/2005 Executive Officer and General Manager, Human Resources &amp; General Affairs Division, Hitachi High-Technologies Corporation</p> <p>4/2008 Vice President, Executive Officer, General Manager of Human Resources &amp; General Affairs Division and Deputy General Manager of CSR Promotion Division, Hitachi High-Technologies Corporation</p> <p>4/2010 Vice President, Executive Officer, and Deputy General Manager of CSR Promotion Division, Hitachi High-Technologies Corporation</p> <p>4/2011 Senior Advisor of Hitachi High-Technologies Corporation</p> <p>6/2011 Director, Hitachi High-Technologies Corporation (to date)</p>	2,300

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
4	Hideyo Hayakawa (Feb. 25, 1948)	Outside Director, Member of Nominating Committee and Audit Committee, Hitachi High-Technologies Corporation	4/1973 Joined Mitsui & Co., Ltd. 7/1981 Legal Department, Mitsui & Co. (U.S.A), INC., New York Headquarters 10/1984 Registered as attorney of New York State Bar Association 10/1995 Vice President, Mitsui & Co. (U.S.A), INC. 4/2006 Managing Officer and General Manager of Legal Division, Mitsui & Co., Ltd. 4/2008 Executive Managing Officer and General Manager of Internal Auditing Division, Mitsui & Co., Ltd. 6/2011 Outside Director, Hitachi High-Technologies Corporation (to date)	0
5	Hikomichi Toda (Oct. 9, 1947)  [Nominee for new director]	None	4/1971 Joined Anritsu Electric Corporation (now Anritsu Corporation) 7/2002 Vice President and President of Wireless Measurement Solutions, Anritsu Corporation 4/2004 Senior Vice President and General Manager of Measurement Business Center, Anritsu Corporation 6/2004 Director, Senior Vice President and General Manager of Measurement Business Center, Anritsu Corporation 4/2005 Director and Executive Deputy President, Anritsu Corporation 6/2005 Representative Director and President, Anritsu Corporation 4/2010 Representative Director and Chairman of the Board, Anritsu Corporation 6/2010 Director and Chairman of the Board, Anritsu Corporation 6/2012 Advisor, Anritsu Corporation	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
6	Toyoaki Nakamura (Aug. 3, 1952)	Outside Director, Member of Nominating Committee and Compensation Committee, Hitachi High-Technologies Corporation	<p>4/1975 Joined Hitachi, Ltd.</p> <p>6/1998 General Manager of Accounting, Semiconductor Business Division, Hitachi, Ltd.</p> <p>6/2000 Deputy General Manager of Financial and Logistics Systems Group and Senior Manager of Accounting, Hitachi, Ltd.</p> <p>4/2001 General Manager of Finance Division of Systems Solutions Group, and Senior Manager of Accounting, Hitachi, Ltd.</p> <p>4/2002 General Manager of Finance Division of Information &amp; Telecommunication Systems Group, and Senior Manager of Accounting, Hitachi, Ltd.</p> <p>4/2004 CFO of Hitachi Data Systems Solutions Holding Corp.</p> <p>4/2005 President of Hitachi Data Systems Solutions Holding Corp.</p> <p>1/2006 General Manager, Finance Department I of Hitachi, Ltd.</p> <p>4/2007 Representative Executive Officer, Senior Vice President and Executive Officer, Hitachi, Ltd.</p> <p>6/2007 Representative Executive Officer, Senior Vice President, Executive Officer and Director, Hitachi, Ltd.</p> <p>6/2008 Director, Hitachi Global Storage Technologies Netherlands B.V. (now HGST Netherlands B.V.)</p> <p>6/2009 Representative Executive Officer, Senior Vice President and Executive Officer, Hitachi, Ltd.</p> <p>6/2010 Outside Director, Hitachi Metals, Ltd.</p> <p>11/2010 Director, Viviti Technologies Ltd. (now Viviti Technologies Pte. Ltd.)</p> <p>6/2011 Outside Director, Hitachi High-Technologies Corporation (to date)</p> <p>4/2012 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd. (to date)</p> <p>6/2012 Outside Corporate Auditor, Sampo Japan Insurance Inc. (to date)</p> <p>4/2013 Outside Director, Hitachi Consumer Electronics Co., Ltd. (to date) Outside Director, Hitachi Appliances, Inc. (to date)</p> <p>5/2013 Outside Director, Hitachi Consumer Marketing, Inc. (to date)</p>	0

Notes:

1. Mr. Toyoaki Nakamura concurrently serves as Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. There are trade connections between the Company and Hitachi, Ltd. such as sales and purchase of products. There is no conflict of interest between any of the other director nominees and the Hitachi High-Technologies Corporation.
2. Mr. Kazuhiro Mori, Mr. Hideyo Hayakawa, Mr. Hiromichi Toda and Mr. Toyoaki Nakamura are outside director nominees.

3. Position and responsibilities other than those stated in brief biography above in cases where director nominee is executing operations of Hitachi, Ltd. or any of its subsidiaries (excluding the Company) at present or executed such operations over the past 5 years are as follows. Hitachi, Ltd. and its subsidiaries are the Companies' specified related business operators prescribed in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Law.

Name	Period	Name of Company	Position and Responsibilities
Kazuhiro Mori	From April 2008 to September 2008	Hitachi, Ltd.	Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Supervisory Office for Power Systems, Supervisory Office for Transportation Systems and Corporate Quality Assurance Division)
	From October 2008 to March 2009		Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Supervisory Office for MONOZUKURI, Supervisory Office for Transportation Systems and Corporate Quality Assurance Division)
	From April 2009 to March 2011		Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Supervisory Office for Sales and Promotion and Corporate Export Regulation Division)
	From April 2011 to March 2012		Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Corporate Export Regulation Division)
	From April 2012 to March 2013		Executive Vice President and Executive Officer (Chief Executive Officer for Asia Pacific)
	From April 2013 to present		Associate
Masao Hisada	From April 2007 to August 2008	Hitachi, Ltd.	Vice President and Executive Officer (General Manager of Corporate Procurement Division, Deputy General Manager of Corporate Marketing Group and General Manager of Global Business Division)
	From September 2008 to September 2009		Vice President and Executive Officer (Deputy General Manager of Corporate Marketing Group and General Manager of Global Business Division)
	From October 2009 to March 2010		Vice President and Executive Officer (Deputy General Manager of Corporate Marketing Group, General Manager of International Marketing Division and General Manager of International Strategy Division)



Name	Period	Name of Company	Position and Responsibilities
Toyoaki Nakamura	From April 2008 to May 2009	Hitachi, Ltd.	Representative Executive Officer, Senior Vice President, Executive Officer and Director
	From June 2009 to March 2010		Representative Executive Officer, Senior Vice President and Executive Officer
	From April 2010 to March 2012		Representative Executive Officer, Senior Vice President and Executive Officer (General Manager of Finance & Accounting Group)
	From April 2012 to July 2012		Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Finance Group)
	From August 2012 to March 2013		Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Finance Group, Deputy General Manager of Smart Transformation Project Initiatives Division and Project Leader of Administrative Operations Transformation Project)
	From April 2013 to present		Representative Executive Officer, Executive Vice President and Executive Officer (General Manager of Consumer Business Division)

4. Reason for selection as outside director nominee, independence, and information on outside director nominees

(1) Reason for selection and independence

Name	Reason for selection and independence
Kazuhiro Mori	Mr. Kazuhiro Mori was selected as an outside director nominee to introduce his rich experience in corporate management, deep insight in operations in general, and sophisticated expertise in group company management into the management of the Company and the supervision of execution of its operations.
Hideyo Hayakawa	Mr. Hideyo Hayakawa was selected as an outside director nominee, since he can be expected to supervise the management and execution of operations of the Company from an independent perspective based on his rich experience at a major international company and his extensive knowledge and experience in the legal field. Mr. Hideyo Hayakawa satisfies the criteria for independent corporate officer of the Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd., and the Company has filed a notice thereof to both stock exchanges. If his reappointment is approved, the Company intends to continue the designation of Mr. Hayakawa as independent corporate officer. There are no trade connections involving the purchase/sales of products, etc. between the Company and Mitsui & Co., Ltd., to which Mr. Hayakawa belonged in the past.
Hiromichi Toda	Mr. Hiromichi Toda was selected as an outside director nominee, since he can be expected to supervise the management and execution of operations of the Company from an independent perspective based on his rich experience and deep insight in corporate management in general, and his extensive knowledge of measurement, information and communications businesses. Mr. Hiromichi Toda satisfies the criteria for independent corporate officer of the Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd., and the Company plans to file a notice thereof to both stock exchanges. Transactions involving the sales of merchandise, etc. are conducted between the Company and Anritsu Corporation, to which Mr. Toda belonged in the past. However, as the size of transactions are minimal in comparison to the scale of the Company's business (less than 0.01% of the Company's net sales), the Company has determined that there is no risk of conflict of interests arising with general shareholders.
Toyoaki Nakamura	Mr. Toyoaki Nakamura was selected as an outside director nominee to introduce his rich experience in corporate management and his extensive knowledge and rich experience in the fields of accounting and finance into the management of the Company and the supervision of execution of its operations.

(2) Information on outside director nominees

Name	Information on outside director nominees
Hideyo Hayakawa	The term of office of Mr. Hideyo Hayakawa as an Outside Director of the Company will be 2 years from the close of this General Meeting of Shareholders.
Toyoaki Nakamura	The term of office of Mr. Toyoaki Nakamura as an Outside Director of the Company will be 2 years from the close of this General Meeting of Shareholders.

5. Facts of inappropriate execution of operations at another joint-stock company over the past 5 years during nominee's tenure as Director, etc. of such company

In the cease and desist order issued by the Japan Fair Trade Commission to another company in November 2012 regarding the sales of automotive alternators, etc. for specific customers, Hitachi, Ltd. was determined to have performed an act in violation of the Antimonopoly Act until June 2009. At present, Hitachi, Ltd. is no longer engaged in such business. As at June 2009, Mr. Kazuhiro Mori served as Representative Executive Officer, Executive Vice President and Executive Officer, and Mr. Toyoaki Nakamura served as Representative Executive Officer, Senior Vice President and Executive Officer at Hitachi, Ltd.

6. Outline of limited liability agreement concluded with outside directors

Messrs. Hideyo Hayakawa and Toyoaki Nakamura are currently Outside Directors of the Company, with whom the Company has concluded, on an individual basis, a limited liability agreement that limits the liability for damages set forth in Article 423, Paragraph 1 of the Company Law to the minimum liability limit stipulated in Article 425, Paragraph 1 of the Company Law, under the provision of paragraph 2 of Article 23 of the Articles of Incorporation. The Company plans to extend the aforementioned limited liability agreement with Messrs. Hideyo Hayakawa and Toyoaki Nakamura if their reappointments are approved.

The Company also plans to conclude a limited liability agreement similar to the aforementioned agreement with Messrs. Kazuhiro Mori and Hiromichi Toda if their appointment is approved.

7. If this agenda item is approved, the Committees shall comprise the following members.

Nominating Committee: Kazuhiro Mori, Masao Hisada, Hideyo Hayakawa, Hiromichi Toda, Toyoaki Nakamura

Audit Committee: Katsumi Mizuno, Hideyo Hayakawa, Hiromichi Toda

Compensation Committee: Kazuhiro Mori, Masao Hisada, Toyoaki Nakamura

