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(Translation)

## **Hitachi High-Technologies Corporation**

24-14, Nishi-Shimbashi 1-chome,

Minato-ku, Tokyo

May 30, 2019

### **Notice of the 100th Ordinary General Meeting of Shareholders**

Dear Shareholders:

You are cordially invited to attend the 100th 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 the following page.**

**1. Date**            **Friday, June 21, 2019 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 100th Business Term (from April 1, 2018 to March 31, 2019), 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 100th Business Term (from April 1, 2018 to March 31, 2019)

**(Matters to Be Resolved)**

**Item 1:            Partial Amendments to the Articles of Incorporation**

**Item 2:            Election of 7 Directors due to expiration of the term of office of all Directors**

#### 4. Matters concerning Exercise of Voting Rights

- (1) Please send back the voting form so that it would arrive at the Company no later than 5:00 p.m. Thursday, June 20, 2019.
- (2) If you wish to exercise your voting rights via the Internet, please do so by 5:00 p.m., Thursday, June 20, 2019.
- (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,

Masahiro Miyazaki  
Representative Executive Officer, President,  
Chief Executive Officer and Director

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#### Matters for Internet Disclosure

- ◎ Among the documents and items to be provided with this Notice of Ordinary General Meeting of Shareholders, “Summary of Resolution of Board of Directors on Enhancing Structures and Other Things to Ensure Adequacy of Business Operations” of the Business Report; Consolidated Statements of Changes in Equity of the Consolidated Financial Statements and Notes to the Consolidated Financial Statements; Unconsolidated Statements of Changes in Net Assets of the Unconsolidated Financial Statements and Notes to the Unconsolidated Financial Statements are posted on the Company’s website in accordance with laws and regulations of Japan and Article 14 of the Articles of Incorporation of the Company. Therefore, those documents are not shown in this Notice. The documents attached thereto constitute a part of the documents and items audited by the Audit Committee and the Accounting Auditor to prepare in the course of preparing the Audit Report and the Accounting Auditor’s Report, respectively.
- ◎ In the event the Reference Documentation for the Ordinary General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Unconsolidated Financial Statements need to be modified, the Company will give notice by posting the modified information on the Company’s website.

The Company’s website: <https://www.hitachi-hightech.com/>

## Guide to Exercising Voting Rights

You are earnestly requested to exercise your voting rights upon reviewing the Reference Documentation below.

There are three ways to exercise your voting rights.

By attending the General Meeting of Shareholders	By paper ballot (mail)	Via Internet
Reception desk Please submit the enclosed voting form at the reception desk.  Date of General Meeting of Shareholders <b>Friday, June 21, 2019 at 10:00 a.m.</b>	Please indicate your vote in the enclosed voting form and send the form back to us so that it would arrive at the Company by the deadline.  Deadline for exercising your voting rights: <b>5:00 p.m., Thursday, June 20, 2019</b>	Please access the “Exercise of Voting Rights website” specified by the Company and indicate your vote by the deadline.  Deadline for exercising your voting rights: <b>5:00 p.m., Thursday, June 20, 2019</b>

### How to use “Exercise of Voting Rights website”

1. Access the website below.  
 Exercise of Voting Rights website  
<https://www.tosyodai54.net>
2. Log in  
 Enter the exercise of voting rights code stated under “Request” in the voting form.
3. Enter password  
 Enter the “password” stated under “Request” in the voting form.  
 Please follow the instructions on the screen and enter your vote.

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

- Please be aware that connectivity fees and charges (e.g., phones charges) for using the “Exercise of Voting Rights website” shall be borne by yourself.
- Please also be advised that you may not use the website depending on the device you use.

### 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)

If you exercise your voting rights both by the enclosed voting form and via the Internet, or more than once via the Internet, your vote will be processed as described in (3) or (4) respectively under “4. Matters concerning Exercise of Voting Rights” on page 2.

## Reference Documentation

### Item 1: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the Amendments

Because “Hitachi High-Tech” is already widely recognized by many more stakeholders compared to the current trade name, the Company propose that its trade name be changed to “Hitachi High-Tech.”

The Company would like to change the trade name on the same day as the date of the headquarters relocation, which is scheduled for 2020. The effective date of the amendments to the Articles of Incorporation shall be determined at a Board of Directors meeting to be held before the 101st Ordinary General Meeting of Shareholders (scheduled for June 2020). The supplementary provision of the Articles of Incorporation will be deleted after the date when the amendments to Article 1 take effect.

#### 2. Description of the Amendments

Details of the proposed amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>(Trade name) Article 1 The name of the Company shall be <u>Kabushiki Kaisha Hitachi High-Technologies</u> in Japanese and <u>Hitachi High-Technologies Corporation</u> in English.</p> <p>(New)</p>	<p>(Trade name) Article 1 The name of the Company shall be <u>Kabushiki Kaisha Hitachi High-Tech</u> in Japanese and <u>Hitachi High-Tech Corporation</u> in English.</p> <p><u>Supplementary provision</u></p> <p><u>The amendments to Article 1 shall take effect on the date that is decided at a Board of Directors meeting to be held before the 101st Ordinary General Meeting of Shareholders scheduled for June 2020. This supplementary provision shall be deleted after the date when the amendments to Article 1 take effect.</u></p>

## Item 2: Election of 7 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 (7 Directors) under the Article 19 of the Company's Articles of Incorporation, it is proposed that 7 Directors be elected.

The nominees are as follows. For brief biography of and other information concerning the nominees, please see page 6 to page 14:

### List of Director nominees

Nominee No.	Name	Current position and responsibilities at Hitachi High-Technologies Corporation	Nominee attribute			Attendance to the Board of Directors meetings	
1	Ryuichi Kitayama	Chairman of the Board, Member of Nominating Committee	Nominee for reappointment			100%	(12 meetings /12 meetings)
2	Masahiro Miyazaki	Representative Executive Officer, President, Chief Executive Officer and Director, Member of Nominating Committee and Compensation Committee	Nominee for reappointment			100%	(12 meetings /12meetings)
3	Ryuichi Nakashima	Director, Member of Audit Committee	Nominee for reappointment			92%	(11 meetings /12 meetings)
4	Hideyo Hayakawa	Outside Director, Member of Nominating Committee and Compensation Committee	Nominee for reappointment	Outside Director	Independent Director	100%	(12 meetings /12 meetings)
5	Hikomichi Toda	Outside Director, Member of Nominating Committee, Audit Committee and Compensation Committee	Nominee for reappointment	Outside Director	Independent Director	100%	(12 meetings /12 meetings)
6	Yuji Nishimi	Outside Director, Member of Nominating Committee, Audit Committee and Compensation Committee	Nominee for reappointment	Outside Director	Independent Director	100%	(12 meetings /12 meetings)
7	Mayumi Tamura	Outside Director, Member of Nominating Committee, Audit Committee and Compensation Committee	Nominee for reappointment	Outside Director	Independent Director	100%	(12 meetings /12 meetings)

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
1	<p>Ryuichi Kitayama (Feb. 4, 1952)</p> <p>[Nominee for reappointment]</p>	<p>Chairman of the Board, Member of Nominating Committee</p> <p>Term of Office as Director 2 years</p>	<p>4/1976 Joined Hitachi, Ltd.</p> <p>2/1996 Senior Manager of Government Sales Division No.1, Public Information Sales Group, Hitachi, Ltd.</p> <p>2/2001 Senior Manager of Public System Sales Division No.1, Public System Business Division, Public Systems Group, Hitachi, Ltd.</p> <p>4/2003 General Manager of Government &amp; Public Corporation Information Systems Sales Management Division, Information &amp; Telecommunication Systems Group, Hitachi, Ltd.</p> <p>4/2004 President and Director, Hitachi High- System21 Co., Ltd.</p> <p>4/2006 General Manager of Financial Information Systems Sales Management Division, Information &amp; Telecommunication Systems Group, Hitachi, Ltd.</p> <p>4/2009 CMO and General Manager of Sales Management &amp; Accounting Division, Information &amp; Telecommunication Systems Group, Deputy General Manager of Corporate Marketing Group, Hitachi, Ltd.</p> <p>10/2009 CMO and General Manager of Sales Management &amp; Accounting Division, Information &amp; Telecommunication Group, Information &amp; Telecommunication Systems Company, Deputy General Manager of Domestic Marketing Division, Corporate Marketing Group, Hitachi, Ltd.</p> <p>4/2010 Vice President and Executive Officer, Hitachi, Ltd.</p> <p>6/2010 Outside Director, Hitachi High- Technologies Corporation</p> <p>4/2014 Representative Executive Officer, Senior Vice President and Executive Officer, Hitachi, Ltd.</p> <p>4/2015 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.</p> <p>6/2015 Outside Director, Hitachi High- Technologies Corporation</p> <p>6/2016 Director, Hitachi Capital Corporation</p> <p>6/2017 Outside Director, Hitachi Capital Corporation Director, Hitachi High-Technologies Corporation (to date)</p> <p>Reason for selection as director nominee: Mr. Ryuichi Kitayama has abundant experience in corporate management and considerable insight in management in general, as well as in-depth professional knowledge related to sales and group company management. Therefore, Mr. Kitayama was selected for reappointment to incorporate his experience and knowledge into the supervision of the Company's management and execution of business.</p>	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
2	<p>Masahiro Miyazaki (Apr. 13, 1954)</p> <p>[Nominee for reappointment]</p>	<p>Representative Executive Officer, President, Chief Executive Officer and Director, Member of Nominating Committee and Compensation Committee</p> <p>Term of Office as Director 4 years</p>	<p>4/1977 Joined Hitachi High-Technologies Corporation</p> <p>6/2002 Deputy General Manager, Electronics Sales Div., Hitachi High-Technologies Corporation</p> <p>7/2004 General Manager, Electronics Sales Div., Hitachi High-Technologies Corporation</p> <p>4/2007 Executive Officer, General Manager, Regional Branch Office for West Japan Area and Kansai Branch Office, Hitachi High-Technologies Corporation</p> <p>4/2010 President &amp; CEO, Hitachi High Technologies America, Inc.</p> <p>4/2014 Senior Vice President and Executive Officer, General Manager, Corporate Strategy Div., Fine Technology System Business Div. and CSO (Chief Strategy Officer), Hitachi High-Technologies Corporation</p> <p>4/2015 Representative Executive Officer, President and Chief Executive Officer, Hitachi High-Technologies Corporation</p> <p>6/2015 Representative Executive Officer (to date) President, Chief Executive Officer and Director, Hitachi High-Technologies Corporation (to date)</p> <p>Reason for selection as director nominee: Mr. Masahiro Miyazaki has led the management of Hitachi High-Technologies Group as the Company's Representative Executive Officer, and at the Board meetings, he has properly explained and reported the execution of operations to respond to his duty to supervise the management of the Company. In addition, Mr. Miyazaki has played an important role to supervise the management and execution of operations of the Company as a Director as well as an Executive Officer. Therefore, Mr. Miyazaki was selected for reappointment.</p>	10,855

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
3	<p>Ryuichi Nakashima (Feb. 8, 1956)</p> <p>[Nominee for reappointment]</p>	<p>Director, Member of Audit Committee</p> <p>Term of Office as Director 2 years</p>	<p>4/1979 Joined Hitachi High-Technologies Corporation</p> <p>10/2001 General Manager of Accounting Dept., Accounting Div., Hitachi High- Technologies Corporation</p> <p>4/2004 General Manager of Accounting Dept., Nanotechnology Systems Div., Hitachi High-Technologies Corporation</p> <p>4/2008 General Manager of Sales Administration Dept., Accounting &amp; Finance Div., Hitachi High- Technologies Corporation</p> <p>10/2010 General Manager of Accounting Dept., Accounting &amp; Finance Div., Hitachi High-Technologies Corporation</p> <p>4/2011 General Manager of Internal Auditing Div., Hitachi High-Technologies Corporation</p> <p>4/2013 Executive Officer and General Manager of Internal Auditing Div., Hitachi High-Technologies Corporation</p> <p>4/2015 Vice President and Executive Officer / CIO (Chief Information Officer) / CTrO (Chief Transformation Officer), Hitachi High-Technologies Corporation</p> <p>4/2017 Senior Adviser, Hitachi High- Technologies Corporation</p> <p>6/2017 Director, Hitachi High-Technologies Corporation (to date)</p> <p>Reason for selection as director nominee: Mr. Ryuichi Nakashima has engaged in accounting work for long time at Hitachi High-Technologies Corporation and has also worked as a General Manager of Internal Auditing Div. He has been in charge of IT Strategies, Smart Transformation as Executive Officer, and has extensive experience and advanced knowledge of management in general. Mr. Nakashima has supervised the management and execution of operations of the Company appropriately based on said experience and knowledge and thus was selected for reappointment.</p>	14,734



No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
4	<p>Hideyo Hayakawa (Feb. 25, 1948)</p> <p>[Nominee for reappointment, Outside Director, Independent Director]</p>	<p>Outside Director, Member of Nominating Committee and Compensation Committee</p> <p>Term of Office as Director 8 years</p>	<p>4/1973 Joined Mitsui &amp; Co., Ltd. 7/1981 Legal Department, Mitsui &amp; Co. (U.S.A.), INC., New York Headquarters 10/1984 Registered as attorney of New York State Bar Association 10/1995 Vice President, Mitsui &amp; Co. (U.S.A.), INC. 4/2006 Managing Officer and General Manager of Legal Division, Mitsui &amp; Co., Ltd. 4/2008 Executive Managing Officer and General Manager of Internal Auditing Division, Mitsui &amp; Co., Ltd. 6/2011 Outside Director, Hitachi High-Technologies Corporation (to date)</p> <p>Reason for selection as outside director nominee: Mr. Hideyo Hayakawa was selected for reappointment, since he can be expected to supervise the Company's management and execution of operations from an independent perspective of protecting the interests of the general shareholder, based on his rich experience at a major international company and his extensive knowledge and experience in the legal field.</p> <p>Independence: Mr. Hideyo Hayakawa satisfies the independence criteria established by Hitachi High-Technologies Corporation as well as the criteria for independent director set by the Tokyo Stock Exchange, Inc. The Company has submitted a notice thereof to the stock exchange. If his appointment is approved, the Company intends to continue the designation of Mr. Hayakawa as independent director. The Company has business transactions with Mitsui &amp; Co., Ltd. where Mr. Hideyo Hayakawa served in the past, whereas the Company judges that such transactions, the size of which amounts to less than 0.1% of the Company's cost of purchased goods, will cause no conflict of interest with general shareholders. Furthermore, 9 years and 2 months have passed since Mr. Hideyo Hayakawa retired from his position as Executive Managing Officer and General Manager of Internal Auditing Division of Mitsui &amp; Co, Ltd.</p>	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
5	<p>Hikomichi Toda (Oct. 9, 1947)</p> <p>[Nominee for reappointment, Outside Director, Independent Director]</p>	<p>Outside Director, Member of Nominating Committee, Audit Committee and Compensation Committee</p> <p>Term of Office as Director 6 years</p>	<p>4/1971 Joined Anritsu Electric Corporation (current Anritsu Corporation)</p> <p>7/2002 Vice President and President of Wireless Measurement Solutions, Anritsu Corporation</p> <p>4/2004 Senior Vice President and General Manager of Measurement Business Center, Anritsu Corporation</p> <p>6/2004 Director, Senior Vice President and General Manager of Measurement Business Center, Anritsu Corporation</p> <p>4/2005 Director and Executive Deputy President, Anritsu Corporation</p> <p>6/2005 Representative Director and President, Anritsu Corporation</p> <p>4/2010 Representative Director and Chairman of the Board, Anritsu Corporation</p> <p>6/2010 Director and Chairman of the Board, Anritsu Corporation</p> <p>6/2012 Adviser, Anritsu Corporation</p> <p>6/2013 Outside Director, Hitachi High-Technologies Corporation (to date)</p> <p>Reason for selection as outside director nominee: Mr. Hiromichi Toda was selected for reappointment, since he can be expected to supervise the Company's management and execution of operations from an independent perspective of protecting the interests of the general shareholder, based on his rich experience in corporate management in general and his deep insight into technology trends.</p> <p>Independence: Mr. Hiromichi Toda satisfies the independence criteria established by Hitachi High-Technologies Corporation as well as the criteria for independent director set by the Tokyo Stock Exchange, Inc. The Company has submitted a notice thereof to the stock exchange. If his appointment is approved, the Company intends to continue the designation of Mr. Toda as independent director. The Company has business transactions with Anritsu Corporation, where Mr. Hiromichi Toda served in the past, whereas the Company judges that such transactions, the size of which amounts to less than 0.0005% of the Company's revenues, will cause no conflict of interest with general shareholders. Furthermore, 6 years and 2 months have passed since Mr. Hiromichi Toda retired from his position as Adviser of Anritsu Corporation.</p>	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
6	<p>Yuji Nishimi (Jan. 20, 1947)</p> <p>[Nominee for reappointment, Outside Director, Independent Director]</p>	<p>Outside Director, Member of Nominating Committee, Audit Committee and Compensation Committee</p> <p>Term of Office as Director 4 years</p>	<p>4/1970 Joined Asahi Glass Co., Ltd (currently, AGC Inc.) 6/2001 Director, Asahi Glass Co., Ltd. 3/2005 Senior Executive Officer, Asahi Glass Co., Ltd. 3/2008 Executive Vice President, Display Company President, Asahi Glass Co., Ltd. 1/2009 Senior Executive Vice President, Asahi Glass Co., Ltd. 3/2011 Representative Director, Senior Executive Vice President, Asahi Glass Co., Ltd. 6/2015 Outside Director, Hitachi High-Technologies Corporation (to date)</p> <p>Reason for selection as outside director nominee: Mr. Yuji Nishimi was selected for reappointment, since he is expected to supervise the Company's management and execution of operations from a perspective of protecting interest of general shareholders in an independent manner, based on his abundant experience and high insight into corporate management and his extensive expertise in cutting-edge industries including electronic materials.</p> <p>Independence: Mr. Yuji Nishimi satisfies the independence criteria established by Hitachi High-Technologies Corporation as well as the criteria for independent director set by the Tokyo Stock Exchange, Inc. The Company has submitted a notice thereof to the stock exchange. If his appointment is approved, the Company intends to continue the designation of Mr. Nishimi as independent director. The Company has business transactions with AGC Inc., where Mr. Yuji Nishimi served in the past, whereas the Company judges that such transactions, the size of which amounts to less than 0.005% of the Company's revenues and less than 0.16% of the Company's cost of purchased goods, will cause no conflict of interest with general shareholders. Furthermore, 4 years and 2 months have passed since Mr. Yuji Nishimi retired from his position as Representative Director, Senior Executive Vice President of AGC Inc.</p>	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
7	Mayumi Tamura (May 22, 1960)  [Nominee for reappointment, Outside Director, Independent Director]	Outside Director, Member of Nominating Committee, Audit Committee and Compensation Committee  Term of Office as Director 2 years	<p>4/1983 Joined Sony Corporation 9/1991 Joined Jonson Company, Limited 7/1998 Senior Department Manager of Finance, Financial Support and IS, Johnson Professional Co., Ltd. (current CxS Corporation) 7/2000 Director and Senior Department Manager of Finance and Financial Support Division, Johnson Professional Co., Ltd. 7/2002 Executive Officer, Johnson Diversey, Co., Ltd. (current CxS Corporation) 12/2004 CFO, adidas Japan K.K. 6/2007 Executive Officer and Senior Vice President and CFO, Seiyu K.K. (current Seiyu GK.) 5/2010 Executive Officer and Senior Vice President and CFO, Walmart Japan Holdings GK. (current Walmart Japan Holdings K.K.) Executive Officer and Senior Vice President and CFO, Seiyu GK. 6/2015 Outside Corporate Auditor, Honda Motor Co., Ltd. 6/2017 Outside Director and Audit and Supervisory Committee Member, Honda Motor Co., Ltd. (to date) Outside Director, Hitachi High- Technologies Corporation (to date)</p> <p>Reason for selection as outside director nominee: Ms. Mayumi Tamura has long experience in corporate management at global corporations, abundant knowledge in accounting and financial areas, and considerable insight in promoting diversity and cultivating female leaders. Therefore, Ms. Tamura was selected for reappointment with the expectation that she would be able to supervise the Company's management and execution of operations from a perspective of protecting interest of general shareholders in an independent manner.</p> <p>Independence: Ms. Mayumi Tamura satisfies the independence criteria established by Hitachi High-Technologies Corporation as well as the criteria for independent director set by the Tokyo Stock Exchange, Inc. The Company has submitted a notice thereof to the stock exchange. If her appointment is approved, the Company intends to continue the designation of Ms. Tamura as independent director. During the fiscal year under review, the Company had no transactions with the companies where Ms. Mayumi Tamura was engaged in business execution in the past.</p>	0

Notes:

1. Messrs. Hideyo Hayakawa, Hiromichi Toda, Yuji Nishimi and Ms. Mayumi Tamura are outside director nominees.
2. 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, hereinafter the same) 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 Act.

Name	Period	Name of Company	Position and Responsibilities
Ryuichi Kitayama	From April 2014 to March 2015	Hitachi, Ltd.	Representative Executive Officer, Senior Vice President and Executive Officer (CMO and General Manager of Corporate Sales & Marketing Group, and Project Leader of Sales Operations Transformation Project, Smart Transformation Project Initiatives Division)
	From April 2015 to March 2016		Representative Executive Officer, Executive Vice President and Executive Officer (CMO and General Manager of Corporate Sales & Marketing Group)
	From April 2016 to March 2017		Representative Executive Officer, Executive Vice President and Executive Officer (CMO and General Manager of Corporate Sales & Marketing Group, Assistant to the President [Regional Strategy])
	From April 2017 to March 2018		Representative Executive Officer, Executive Vice President and Executive Officer (Assistant to the President [Regional Strategy], CMO)

3. Outline of terms and conditions of limited liability agreement

The Company has concluded, with Messrs. Ryuichi Kitayama, Ryuichi Nakashima, Hideyo Hayakawa, Hiromichi Toda, Yuji Nishimi and Ms. Mayumi Tamura, a limited liability agreement that limits the liability for damages set forth in Article 423, Paragraph 1 of the Company Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Company Act, under the provision of paragraph 2 of Article 23 of the Articles of Incorporation. If the election of these six nominees is approved, the Company intends to continue the agreement above with them.

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

Nominating Committee: Ryuichi Kitayama, Masahiro Miyazaki, Hideyo Hayakawa, Hiromichi Toda, Yuji Nishimi and Mayumi Tamura

Audit Committee: Ryuichi Nakashima, Hiromichi Toda, Yuji Nishimi and Mayumi Tamura

Compensation Committee: Ryuichi Kitayama, Masahiro Miyazaki, Hideyo Hayakawa, Hiromichi Toda, Yuji Nishimi and Mayumi Tamura

(Reference)

□ Hitachi High-Technologies Corporation Director Nominee Selection Policy (Outline)

The Nominating Committee shall select nominees based on the following policy to realize the optimal structure of the Board of Directors which combines diversity and proper size in a balanced manner, consisting of directors with knowledge, experience and ability necessary for the Board to effectively fulfill its role and responsibilities in an effective manner:

- (1) Select an individual who has excellent personality and perception;
- (2) Select an individual who is considered to have high ability to make proper management decisions and to supervise;
- (3) Select an individual who has extensive experience in corporate management, administration, legal affairs, accounting and other relevant areas and has made outstanding achievement; and
- (4) For an independent outside director, select an individual who is expected to be capable of providing proper advice and supervision in consideration of enhancement of shareholder value as well as protection of interest of minority shareholders.

(Enacted on November 25, 2015)

□ Hitachi High-Technologies Corporation Independence Criteria

The Nominating Committee considers that an outside director is independent when the outside director satisfies the criteria for independent director of the Tokyo Stock Exchange, Inc. and does not fall under any of the following categories.

- (1) Any close relative, within the second degree of kinship, of the Company's Outside Director who is currently serving or has served in the last three years as an executive director, executive officer or an employee of the Company or its subsidiaries;
- (2) A company for which the Company's Outside Director is currently serving as an executive director, executive officer or employee receives payments from the Company or makes payments to the Company in consideration of provision of products or services, and the average amount of such transaction in the last three business years exceeds 2% of the consolidated gross sales of either company;
- (3) Compensation received by the Company's Outside Director directly from the Company as a legal, accounting or tax professional or consultant (excluding compensation as a Director of the Company) for any single business year in the last 3 business years exceed 10 million yen; or
- (4) Contribution made by the Company to a non-profit organization for which the Company's Outside Director serves as an officer who executes business exceeds 10 million yen and 2% of gross revenue or ordinary income of such organization for any business year in the last 3 business years.

(Enacted on November 25, 2015)