

May 8, 2015

To whom it may concern:

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Notice regarding Partial Amendments to the Articles of Incorporation

Minebea Co., Ltd. (“Minebea”) hereby announces that its Board of Directors has resolved at a meeting held today to propose partial amendments to its Articles of Incorporation at the 69th Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2015, as set forth below:

1. Reason for the Proposal

- (1) The purpose of Article 2 of the existing Articles of Incorporation will be partially amended in order to reflect the situation in which Minebea’s businesses are diversifying.
- (2) The term of office of Directors will be shortened from two years to one year and necessary amendments will be made to Article 22 of the existing Articles of Incorporation in order to clarify the management responsibility of Directors and build the management organization that enables the Company to respond swiftly to changes in the business environment.
- (3) The Act for Partial Amendment of the Companies Act (Act No. 90 of 2014), which came into force on May 1, 2015, allows companies to conclude an agreement limiting liability with a Director who is not an Executive Director, etc. and a Corporate Auditor who is not an Outside Corporate Auditor. In association with these changes, Article 28 (Exemption from Liability of Directors) and Article 37 (Exemption from Liability of Corporate Auditors) of the existing Articles of Incorporation will be partially amended so that those Directors and Corporate Auditors may perform their expected roles fully. We have already obtained approval from each Corporate Auditor with respect to the amendment of Article 28 (Exemption from Liability of Directors) of the Articles of Incorporation.
- (4) In accordance with Article 459, Paragraph 1 of the Companies Act, provisions will be newly established to the Articles of Incorporation as described in the Proposed Amendments so that surplus may be distributed by a resolution of the Board of Directors in order to ensure agile capital and dividend policies. In addition, the Article 7

(Acquisition of Treasury Stock) of the existing Articles of Incorporation of which content overlaps a part of the provisions of that newly added Article will be deleted.

- (5) In line with the amendment in (4) above, necessary amendments will be made to Article 39 (Distribution of Surplus) of the existing Articles of Incorporation to divide the Article into Article 39 (Record Date of Dividends) and Article 40 (Period of Exclusion for Claiming Payment of Dividends).
- (6) In addition to the above, the article numbers will be revised due to the establishment and deletion of provisions.

2. Details of the Amendments

Please refer to the attached for the Amendments.

3. Schedule

Shareholder Meeting to Approve the Amendments:	June 26, 2015
Effective Date of the Amendments:	June 26, 2015

Attachment

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I General Provisions</p> <p>(Purpose) Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <p>1. Manufacture, sale, export and import of the following: (1) and (2) (Articles Omitted) (3) semiconductor elements, electronic devices and gear trains; (4) to (8) (Articles Omitted) (9) measuring instruments <u>for civil engineering use</u>; (10) household electric appliances, electric machinery and equipment, industrial machinery and equipment and machinery and equipment related thereto, machinery and equipment for vehicle applications, and scientific and chemical equipment and instruments;</p> <p>(11) to (14) (Articles Omitted)</p> <p>2. to 9. (Articles Omitted)</p>	<p style="text-align: center;">Chapter I General Provisions</p> <p>(Purpose) Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <p>1. Manufacture, sale, export and import of the following: (1) and (2) (Not Amended) (3) semiconductor elements, <u>optical elements</u>, electronic devices and gear trains; (4) to (8) (Not Amended) (9) measuring instruments <u>and detecting instruments</u>; (10) household electric appliances, electric machinery and equipment, industrial machinery and equipment, <u>telecommunications equipment</u> and machinery and equipment related thereto, machinery and equipment for vehicle applications <u>and relevant peripheral equipment</u>, and scientific and chemical equipment and instruments;</p> <p>(11) to (14) (Not Amended)</p> <p>2. to 9. (Not Amended)</p>
<p style="text-align: center;">Chapter II Shares</p> <p><u>(Acquisition of Treasury Stock)</u> <u>Article 7. The Company is able to acquire its treasury stock through market transactions by resolution of its Board of Directors</u></p> <p>Articles <u>8</u> to <u>21</u> (Articles Omitted)</p>	<p style="text-align: center;">Chapter II Shares</p> <p>(Deleted)</p> <p>Articles <u>7</u> to <u>20</u> (Not Amended)</p>
<p style="text-align: center;">Chapter IV Directors and the Board of Directors</p> <p>(Term of Office of Directors) Article <u>22</u>. The term of office of Directors shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year within <u>two (2)</u> years after their election. <u>The term of office of a Director elected to fill a vacancy or due to an increase in the number of Directors shall expire at the end of term of other present directors of the office.</u></p> <p>Articles <u>23</u> to <u>27</u> (Articles Omitted)</p>	<p style="text-align: center;">Chapter IV Directors and the Board of Directors</p> <p>(Term of Office of Directors) Article <u>21</u>. The term of office of Directors shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year within <u>one (1)</u> year after their election. (Deleted)</p> <p>Articles <u>22</u> to <u>26</u> (Not Amended)</p>

Existing Articles of Incorporation	Proposed Amendments
<p>(Exemption from Liability of Directors) Article <u>28</u>. The Company may exempt Directors (including former Directors) as provided in Article 423, Paragraph 1 of the Companies Act from liability within statutory limitations upon a resolution of the Board of Directors in accordance with Article 426, Paragraph 1 of same. The Company may execute agreements limiting liability as provided in Article 423, Paragraph 1 of the Companies Act with <u>Outside Directors</u> in accordance with Article 427, Paragraph 1 of same. However, the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p>	<p>(Exemption from Liability of Directors) Article <u>27</u>. The Company may exempt Directors (including former Directors) as provided in Article 423, Paragraph 1 of the Companies Act from liability within statutory limitations upon a resolution of the Board of Directors in accordance with Article 426, Paragraph 1 of same. The Company may execute agreements limiting liability as provided in Article 423, Paragraph 1 of the Companies Act with <u>Directors (excluding Executive Directors, etc.)</u> in accordance with Article 427, Paragraph 1 of same. However, the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p>
<p>Articles <u>29</u> to <u>36</u> (Articles Omitted)</p>	<p>Articles <u>28</u> to <u>35</u> (Not Amended)</p>
<p style="text-align: center;">Chapter V Corporate Auditors and the Board of Corporate Auditors</p>	<p style="text-align: center;">Chapter V Corporate Auditors and the Board of Corporate Auditors</p>
<p>(Exemption from Liability of Corporate Auditors) Article <u>37</u>. The Company may exempt Corporate Auditors (including former Corporate Auditors) as provided in Article 423, Paragraph 1 of the Companies Act from liability within statutory limitations upon a resolution of the Board of Directors in accordance with Article 426, Paragraph 1 of same. The Company may execute agreements limiting liability as provided in Article 423, Paragraph 1 of the Companies Act with <u>Outside Corporate Auditors</u> in accordance with Article 427, Paragraph 1 of same. However, the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p>	<p>(Exemption from Liability of Corporate Auditors) Article <u>36</u>. The Company may exempt Corporate Auditors (including former Corporate Auditors) as provided in Article 423, Paragraph 1 of the Companies Act from liability within statutory limitations upon a resolution of the Board of Directors in accordance with Article 426, Paragraph 1 of same. The Company may execute agreements limiting liability as provided in Article 423, Paragraph 1 of the Companies Act with <u>Corporate Auditors</u> in accordance with Article 427, Paragraph 1 of same. However, the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p>
<p style="text-align: center;">Chapter VI Accounts</p>	<p style="text-align: center;">Chapter VI Accounts</p>
<p>Articles <u>38</u> (Articles Omitted) (Newly added)</p>	<p>Articles <u>37</u> (Not Amended) <u>(Decision-making Body for Distribution of Surplus and Other Matters)</u> <u>Article 38. Unless otherwise provided by laws and regulations, the Company may provide for matters stipulated in each item of Article 459, Paragraph 1 of the Companies Act, such as distribution of surplus, by a resolution of the Board of Directors.</u></p>
<p><u>(Distribution of Surplus)</u> Article 39. <u>The Company shall make monetary distribution of surplus (hereinafter referred to as “dividends”) to the final record</u></p>	<p><u>(Record Date of Dividends)</u> Article 39. <u>The Company’s record date of year-end dividend shall be March 31 of each year.</u></p>

Existing Articles of Incorporation	Proposed Amendments
<u>of shareholders or registered pledges on the register of shareholders as of March 31 of each year by resolution of the general meeting of shareholders.</u> <u>The Company may pay dividends to the final record of shareholders or registered pledges on the register of shareholders as of September 30 of each year by resolution of the Board of Directors.</u> <u>However, if a dividend remains unreceived after the expiry of three (3) years from the date of commencement of payment thereof, the dividend shall revert to the Company.</u>	<u>The Company's record date of interim dividend shall be September 30 of each year.</u> <u>(Period of Exclusion for Claiming Payment of Dividends)</u> <u>Article 40. If a dividend remains unreceived after the expiry of three (3) years from the date of commencement of payment thereof, the dividend shall revert to the Company.</u>

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