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Securities Code: 7266

May 31, 2019

To our shareholders:

Takashi Adachi
President and Representative Director
Imasen Electric Industrial Co., Ltd.
1, Aza Kakihata, Inuyama, Aichi

Notice of the 82nd Annual General Meeting of Shareholders

You are cordially invited to attend the 82nd Annual General Meeting of Shareholders of Imasen Electric Industrial Co., Ltd. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and following the instructions below, exercise your voting rights so that your vote may be received by 5:00 p.m. (JST) on Monday, June 17, 2019.

- 1. Date and Time:** Tuesday, June 18, 2019, at 10:00 a.m. (JST)
(Reception will open at 9:00 a.m.)
- 2. Venue:** IMASEN Global Development & Training Center
418-4 Inuyamahigashikoken, Inuyama, Aichi
(Please be aware that the venue has changed from that of the last year. Please ensure you come to the correct venue.)

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 82nd fiscal year (from April 1, 2018 to March 31, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 82nd fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

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|-----------------------|--|
| Proposal No. 1 | Election of Nine Directors |
| Proposal No. 2 | Election of One Audit & Supervisory Board Member |
| Proposal No. 3 | Determination of Remuneration for Allotment of Restricted Shares to Directors
(Excluding Outside Directors) |

The gathering for shareholders normally held after the conclusion of the General Meeting of Shareholders and the gift for attendant shareholders have been canceled. Your understanding would be greatly appreciated.

4. Directions for Exercising Your Voting Rights:

- (1) Voting in writing
Please indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by 5:00 p.m. (JST) on Monday, June 17, 2019.
- (2) Voting via the Internet, etc.
If you exercise your voting rights via the Internet etc., please exercise your votes by 5:00 p.m. (JST) on Monday, June 17, 2019.
- (3) If you exercise your voting rights both in writing and via the Internet, etc., the vote exercised via the Internet, etc., shall be deemed valid. In addition, if you exercise your voting rights via the Internet multiple times or by computer, smartphone, or mobile phone, the vote last exercised shall be deemed valid.

1. Among the documents required to be disclosed together with this notice, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (http://www.imasen.co.jp/e_home.html) and are not attached to this notice, as provided for by the relevant laws and regulations and the Company's Articles of Incorporation. Please note that these documents were audited as part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements subject to audit, by the Audit & Supervisory Board Members when preparing the audit report, and by the Financial Auditor when preparing the financial audit report.
2. Any amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website (http://www.imasen.co.jp/e_home.html).
3. When attending the meeting in person, please submit the enclosed voting form at the reception.
4. Officers and employees of the Company will be dressed lightly on the day of the meeting to help support the Cool Biz environmental campaign. Your understanding would be greatly appreciated.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Nine Directors

At the conclusion of this meeting, the terms of office of all seven Directors will expire.

In addition, Director Masahiro Tomida passed away on February 9, 2019.

Therefore, the Company proposes to elect nine Directors to enhance the management system.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Takashi Adachi (October 29, 1956) Reelection	Apr. 1979 Joined the Company Apr. 2001 General Manager of Production Management Department, Production Division Apr. 2003 General Manager of Purchasing Department, Production Division Apr. 2006 General Manager of Sales Department 2, Sales Division Apr. 2009 Director and President of Imasen Manufacturing (Thailand) Co., Ltd. June 2011 Director June 2012 Chairman and President of Guangzhou Imasen Electric Industrial Co., Ltd. Chairman of Wuhan Imasen Electric Industrial Co., Ltd. June 2013 Managing Director In charge of Global Corporate Strategy and Production Management Chairman and President of Guangzhou Imasen Electric Industrial Co., Ltd. Chairman of Wuhan Imasen Electric Industrial Co., Ltd. Apr. 2014 General Manager of Sales Division supervising Production Management and China Region Apr. 2015 General Manager of Sales Division and Purchasing Division supervising China Region June 2016 Director and Senior Managing Executive Officer General Manager of Electronic and Electric Equipment Division and Administrative Control Division supervising China Region for Seat Business Department, supervising Global Training Center, and in charge of Compliance, Corporate Governance and Risk Management May 2017 General Manager of Electronics Division, Supervising China Region for Seat and Electric Equipment Division, General Manager of Administrative Control Division, in charge of Compliance, Corporate Governance and Risk Management, and Supervising Affiliate Companies June 2017 President and Representative Director (current position) Apr. 2018 Sales Supervisor	25,853 shares
[Reasons for the nomination] The Company once again nominates Takashi Adachi as candidate for Director for his extensive experience in a wide range of business fields as well as his expertise in global business management gained in the management of overseas subsidiaries, expecting him to continue to fulfill a supervisory role of general management and to provide advice for the Company's corporate activities from an objective and broad perspective.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Takamitsu Sakurai (March 17, 1963) Reelection	Apr. 1985 Joined the Company June 1998 Seconded to Imasen Bucyrus Technology Inc. Mar. 2005 General Manager of Design Department (Tochigi Office) June 2005 General Manager of Tochigi Design Department, Development Division Oct. 2007 General Manager of Gifu Plant, Manufacturing Division 2 June 2011 General Manager of Nagoya Plant, Manufacturing Division 1 Apr. 2016 Executive Officer (current position) General Manager of Nagoya Plant and Gifu Plant, Manufacturing Division June 2016 In charge of Manufacturing for Seat Division May 2017 Supervisor of Business Affairs and Manufacturing for Seat and Electric Equipment Division June 2017 Director (current position) General Manager of Seat and Electric Equipment Division (current position) Apr. 2019 Supervisor of Global R&D Center (current position)	6,564 shares
[Reasons for the nomination] The Company once again nominates Takamitsu Sakurai as candidate for Director for his management experience in the development, design and manufacturing fields, along with practical experience at the Company's overseas subsidiaries, which will enable him to enhance our corporate value by utilizing such extensive experience in overall management and global expertise for the Company's management.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Katsuyuki Satake (October 27, 1957) Reelection	<p>Mar. 1986 Joined the Company</p> <p>Apr. 2004 General Manager of Overseas Sales Department</p> <p>Apr. 2005 General Manager of Overseas Affairs Department</p> <p>Mar. 2009 General Manager of Sales Department 2, Sales Division</p> <p>June 2011 General Manager of Sales Department 1, Sales Division</p> <p>Apr. 2012 Branch Manager of Tochigi Branch Office, Sales Division</p> <p>Apr. 2013 Branch Manager of Tochigi Branch Office and Tokyo Branch Office, Sales Division</p> <p>June 2013 Director In charge of Tokyo Branch Office and Branch Manager of Tochigi Branch Office</p> <p>Apr. 2014 Deputy General Manager of Sales Division</p> <p>Apr. 2015 Deputy General Manager of Sales Division in charge of the United States and Mexican Regions</p> <p>June 2016 Managing Executive Officer ("MEO," current position) Supervising Sales Operations of Seat Division and Electronics and Electric Equipment Division</p> <p>May 2017 Sales Supervisor of Seat and Electric Equipment Division and Electronics Division</p> <p>June 2017 Director (current position)</p> <p>Apr. 2018 MEO and Director (as above) in charge of Sales Operations of Seat and Electric Equipment Division and Electronics Division</p> <p>Apr. 2019 Supervisor of Global Management Division, Sales Supervisor of Tokyo Branch Office and Head Office for Seat and Electric Equipment Division, General Manager of Electronics Division; and Supervisor of Domestic and Overseas Affiliate Companies (current position)</p>	10,065 shares
<p>[Reasons for the nomination]</p> <p>The Company once again nominates Katsuyuki Satake as candidate for Director for his extensive experience and insight in both domestic and overseas sales fields, which will enable him to enhance our corporate value by utilizing this broad knowledge and experience for the Company's management.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Yoshihito Niwa (August 24, 1963) Reelection	<p>Nov. 1990 Joined the Company</p> <p>Apr. 2007 General Manager of Cost Planning Department, Development Division</p> <p>Apr. 2012 General Manager of Production Management Department, Quality Assurance Division</p> <p>Oct. 2015 President of Imasen Philippine Manufacturing Corporation</p> <p>Apr. 2016 Executive Officer (current position)</p> <p>May 2017 Supervisor of General Affairs, Accounting and Internal Control for Administrative Control Division</p> <p>June 2017 Director (current position) Supervisor of Global Management Division, General Manager of Administrative Control Division in charge of Compliance, Corporate Governance, and Risk Management and Supervisor of Affiliate Companies</p> <p>Apr. 2019 General Manager of Administrative Control Division in charge of Compliance, Corporate Governance, and Risk Management (current position)</p>	3,164 shares
<p>[Reasons for the nomination]</p> <p>The Company once again nominates Yoshihito Niwa as candidate for Director for his extensive experience in Cost Planning Department, Production Management Department and in the Administrative Control Division as well as his insight in global business management gained in the management of overseas subsidiaries.</p>			
5	Gakuji Kimura (February 15, 1965) New election	<p>Mar. 1988 Joined the Company</p> <p>Oct. 2007 General Manager of Tochigi Design Department, Development Division</p> <p>June 2011 General Manager of Technical Planning Department, Development Division</p> <p>Apr. 2012 General Manager of Head Office Design Department, Development Division</p> <p>Apr. 2016 Executive Officer (current position)</p> <p>June 2016 In charge of Development and Cost Planning for Seat Division</p> <p>May 2017 In charge of Design and Production Engineering for Seat and Electric Equipment Division</p> <p>Apr. 2019 Deputy General Manager of Seat and Electric Equipment Division, in charge of Design for Seat and Electric Equipment Division (current position)</p>	2,500 shares
<p>[Reasons for the nomination]</p> <p>The Company nominates Gakuji Kimura as candidate for Director for his extensive experience and expertise in the development and design fields for the Seat business.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
6	Yoshihisa Fujita (June 2, 1961) New election	Apr. 1984	Joined the Company	1,100 shares
		June 2007	Director of Imasen Bucyrus Technology Inc.	
		Apr. 2014	Branch Manager of Tochigi Branch Office, Sales Division	
		Apr. 2016	Executive Officer (current position)	
		June 2016	In charge of Sales for Seat Division	
		Aug. 2016	In charge of Sales for Seat Division and General Manager of Tochigi Sales Department	
		May 2017	In charge of Sales for Seat and Electric Equipment Division	
		Apr. 2019	Deputy General Manager of Seat and Electric Equipment Division, Sales Supervisor of Tochigi Branch Office for Seat and Electric Equipment Division (current position)	
[Reasons for the nomination] The Company nominates Yoshihisa Fujita as candidate for Director for his extensive experience and expertise in the sales field of the seat business as well as global insight cultivated at the Company's overseas subsidiaries.				
7	Koichi Yamanoue (November 11, 1960) New election	Jan. 2014	Joined the Company	—
		Oct. 2015	General Manager of Hiroshima Design Department, Development Division	
		Apr. 2016	Executive Officer (current position)	
		June 2016	In charge of Development and Manufacturing for Electronics and Electric Equipment Division	
		May 2017	In charge of Design and Manufacturing for Electronics Division	
		Apr. 2019	Deputy General Manager of Electronics Division (current position)	
[Reasons for the nomination] The Company nominates Koichi Yamanoue as candidate for Director for his extensive experience and expertise in the development and design fields for the Electronics business.				
8	Yasuo Nagai (February 5, 1952) Reelection Outside Independent	Apr. 1977	Joined Mitsubishi Corporation	2,745 shares
		Apr. 2007	Senior Vice President of Mitsubishi Corporation	
		Apr. 2010	Senior Executive Vice President of Mitsubishi Corporation	
		June 2010	Representative Director and Senior Executive Vice President of Mitsubishi Corporation	
		Apr. 2014	Representative Director of Mitsubishi Corporation	
		June 2014	Advisor of Mitsubishi Corporation	
		June 2015	Outside Director of the Company (current position)	
[Reasons for the nomination] The Company has nominated Yasuo Nagai once again as an outside Director for his ability to offer advice about the management of the Company and properly oversee business execution from a practical and objective perspective based on his extensive expertise gained through the management of a comprehensive trading company that expands business broadly throughout the world.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Yuji Suzuki (January 10, 1949) Reelection Outside Independent	<p>Mar. 2005 Chief of Police, Naka Police Station, Aichi Prefectural Police Department</p> <p>Mar. 2006 Traffic Director of Aichi Prefectural Police Headquarters</p> <p>Mar. 2008 General Affairs Director of Aichi Prefectural Police Headquarters</p> <p>June 2009 Managing Director of Aichi Traffic Safety Association</p> <p>June 2010 Senior Managing Director of the Aichi Traffic Safety Association</p> <p>June 2015 Outside Director of the Company (current position)</p>	1,502 shares
<p>[Reasons for the nomination]</p> <p>Yuji Suzuki has served in important positions throughout his career at the Aichi Prefectural Police Headquarters and possesses an awareness about statutory compliance. Although he has had no direct involvement in corporate management previously, the Company has nominated him once again as an outside Director for his ability to offer advice on the management of the Company and properly oversee business execution, primarily in the context of compliance.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Yasuo Nagai and Yuji Suzuki are candidates for outside Director. The Company has designated them as independent officers as provided for by the Tokyo Stock Exchange, Inc., and the Nagoya Stock Exchange, Inc., without any conflict of interest with the general shareholders, and the Company plans to submit notification to the aforementioned exchanges again concerning their appointment as independent officers.
 3. At the conclusion of this meeting, Yasuo Nagai and Yuji Suzuki's tenures as outside Director of the Company will have been four years.
 4. The Company has entered into agreements with Yasuo Nagai and Yuji Suzuki to limit their liability under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, and if they are reelected, the Company plans to renew the respective agreements with each of them.

Proposal No. 2 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Hidetoshi Mashita will expire.

Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p>Hidetoshi Mashita (January 5, 1956) Reelection</p>	<p>Apr. 1978 Joined the Company Apr. 2001 General Manager of Production Department Apr. 2004 General Manager of Manufacturing Department 3 June 2005 General Manager of Harusato Plant, Manufacturing Division 1 Apr. 2006 General Manager of Overseas Affairs Department Apr. 2009 Director and President of Imasen Manufacturing India Private Limited Oct. 2014 Deputy General Manager of Quality Assurance Division Apr. 2015 General Manager of Auditing Office June 2015 Full-time Audit & Supervisory Board Member (current position)</p>	<p>16,414 shares</p>

[Reasons for the nomination]

The Company once again nominates Hidetoshi Mashita as candidate for Audit & Supervisory Board Member for his extensive knowledge and experience in the manufacturing fields and overseas subsidiaries of the Company, ranging from practical operational experience to management level, along with his track record as an Audit & Supervisory Board Member, expecting him to utilize them for the Company's auditing structure.

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The Company has entered into an agreement with Hidetoshi Mashita to limit his liability under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, and if he is reelected, the Company plans to renew this agreement with him.

Proposal No. 3 Determination of Remuneration for Allotment of Restricted Shares to Directors (Excluding Outside Directors)

At the 59th Annual General Meeting of Shareholders held on June 26, 1996, remuneration for the Company's Directors was approved at an amount not to exceed ¥50 million per month (however, this amount does not include the portion of employees' salary for Directors who concurrently serve as employees).

Currently, the Company would like to allot to Directors (excluding outside Directors; hereinafter referred to as "Eligible Director") the Company's ordinary shares that have a prescribed transfer restriction period and provision on the reasons for gratis acquisition by the Company (hereinafter referred to as "Restricted Share") as follows, in order for the Directors to share the benefits and risk of share price volatility with shareholders and thus increase their motivation to contribute to an increased stock price and enhanced corporate value more so than before.

In this regard, comprehensively considering various matters including the degree of contribution of Directors at the Company, the Company proposes that separately from the above-mentioned amount of remuneration, to set an amount not to exceed ¥100 million per year as the total amount of monetary remuneration claims paid to Eligible Directors as remuneration concerning Restricted Shares.

The Company determines allotment of Restricted Shares, comprehensively considering various matters including the degree of contribution of Directors at the Company, and deems that the content of the allotment is appropriate.

In addition, there are currently seven Directors of the Company (of which two are outside Directors), and if Proposal No. 1 is approved, there will be nine Directors (of which two are outside Directors).

Specifics about Restricted Shares to be allotted to Eligible Directors and the maximum number of Restricted Shares to be allotted

1. Allotment of and payment for the Restricted Shares

In accordance with a resolution by the Company's Board of Directors, the Company shall provide to the Eligible Directors monetary remuneration claims within the annual limit amount stated above, as remuneration concerning the Restricted Shares. Each Eligible Director shall receive the allotment of Restricted Shares by delivering all of the monetary remuneration claims in the form of property contributed in kind.

The amount to be paid in for Restricted Shares shall be determined by the Board of Directors, based on the closing price of the common shares of the Company on the Tokyo Stock Exchange on the business day preceding the date of resolution of the Board of Directors meeting concerning issuance or disposal of such shares (if no trades are made on such day, the closing price on the most recent day of trading before that), and shall be within a range that will not be particularly advantageous for Eligible Directors receiving the Restricted Shares.

Furthermore, the aforementioned monetary remuneration claims shall be provided on the condition that the Eligible Director has agreed to the above payment of property contributed in kind, and has concluded an agreement on allotment of Restricted Shares which includes the provisions set forth in 3. below.

2. Total number of Restricted Shares

The maximum number of Restricted Shares to be allotted to the Eligible Directors during each business year shall be 102,000.

However, after the date of resolution for this Proposal, in the case of share split (including gratis allotment of common shares of the Company) or reverse share split of the common shares of the Company is conducted, or in other equivalent cases that require adjustment of the total number of Restricted Shares to be allotted, the total number of the Restricted Shares to be allotted may be adjusted within reason.

3. Provisions of the agreement on allotment of Restricted Shares

In accordance with a resolution by the Company's Board of Directors, an agreement on allocation of the Restricted Shares (hereinafter referred to as "Allotment Agreement") to be concluded between the Company and an Eligible Director receiving allotment of Restricted Shares shall include the following provisions:

(1) Details of restriction on transfer

An Eligible Director who received allotment of Restricted Shares may not conduct transfer, establishment of the right of pledge or a security interest by way of assignment, an inter vivos gift or bequest to a third

party and any other acts of disposition with regard to such Restricted Shares allotted to the Eligible Director (hereinafter referred to as “Allotted Shares”) in a period stipulated by the Company’s Board of Directors within the range of 30 to 50 years (hereinafter referred to as the “Restriction Period”). The restriction described in the preceding sentence will hereinafter be referred to as the “Transfer Restrictions.”

(2) Acquisition of the Restricted Shares by the Company without contribution

If an Eligible Director who has received allotment of Restricted Shares retires from the position of Director of the Company before the first Annual General Meeting of Shareholders of the Company to be held after the date of commencement of the Restriction Period, the Allotted Shares shall automatically be acquired by the Company without contribution, unless there is a reason the Company’s Board of Directors deems the retirement justifiable.

If there are any Allotted Shares for which the Transfer Restrictions have not been lifted in accordance with the provisions on reasons for the lifting of the Transfer Restrictions as discussed in (3) below at the time that the Restriction Period discussed in (1) above has expired, the Company shall automatically acquire these Allotted Shares without contribution.

(3) Removal of Transfer Restrictions

The Company shall lift the Transfer Restrictions of all Allotted Shares upon expiration of the Restriction Period on the condition that the Eligible Director who has received an allotment of Restricted Shares has remained in the position of Director of the Company until the day of the first Annual General Meeting of Shareholders of the Company to be held after the date of commencement of the Restriction Period.

If, however, the Eligible Director has retired from the position of Director of the Company before expiration of the Restriction Period for a reason the Board of Directors deems justifiable, the Company shall make reasonable adjustments to the number of the Allotted Shares for which the Transfer Restrictions are to be lifted and the schedule to lift the Transfer Restrictions as necessary.

(4) Treatment at the time of organizational restructuring, etc.

If, during the Restriction Period, matters relating to a merger agreement in which the Company is the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or some other reorganization, etc., are approved at the Company’s General Meeting of Shareholders (or at a meeting of the Company’s Board of Directors in the case where the approval at the Company’s General Meeting of Shareholders is not required in relation to the applicable reorganization, etc.; however, only when the reorganization, etc., takes effect before the expiration of the Restriction Period), the Company shall lift the Transfer Restrictions for the number of Allotted Shares determined rationally based on the period from the date of commencement of the Restriction Period until the date on which the reorganization, etc., is approved, in advance of the date on which the reorganization, etc., enters into effect, by resolution of the Company’s Board of Directors.

At the time an organizational restructuring, etc. is approved, the Company shall automatically acquire without contribution the Allotted Shares with respect to which the Transfer Restrictions have not been lifted at the time immediately following the lifting of the Transfer Restrictions