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Securities identification code: 6517
June 8, 2016

To our shareholders:

Shoichi Shiratori
President

Denyo Co., Ltd.

2-8-5, Nihonbashi-horidomecho, Chuo-ku, Tokyo 103-8566, Japan

NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 68th Ordinary General Meeting of Shareholders of Denyo Co., Ltd. (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by paper ballot or by electromagnetic means (via the Internet). Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders no later than 5:00 p.m., Tuesday, June 28, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Wednesday, June 29, 2016 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Nakano Sunplaza 11F Banquet Room
4-1-1, Nakano, Nakano-ku, Tokyo
- 3. Purposes:**
 - Items to be reported:**
 1. Business Report and Consolidated Financial Statements for the 68th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
 2. Non-Consolidated Financial Statements for the 68th Term (from April 1, 2015 to March 31, 2016)
 - Items to be resolved:**
 - Proposal 1:** Election of nine (9) Directors
 - Proposal 2:** Election of one (1) Audit & Supervisory Board Member
 - Proposal 3:** Amendment of remuneration for Directors and Audit and Supervisory Board Members
- 4. Regarding exercising your voting rights if you are unable to attend the meeting:**

A simple explanation is provided here in English but the paper ballot, website, and the Guide to Exercising Voting Rights by Electromagnetic Means (page three of the Japanese version of this Notice) are available only in Japanese. We apologize for any inconvenience this may cause.

 - (1) Exercising your voting rights by paper ballot
 - After marking your agreement/disagreement to the resolutions on the enclosed proxy form, please return it so it arrives no later than the voting deadline printed on the above.
 - (2) Exercising your voting rights by electromagnetic means

If you exercise your voting rights by electromagnetic means, please refer to the “Guide to Exercising Voting Rights by Electromagnetic Means” on page three, and then indicate your agreement/disagreement by the voting rights exercise date printed on the above.

5. Resolutions for this convocation:

- (1) If you exercise your voting rights several times via electronic means, the last votes to arrive will be used. Even if your voting rights are duplicated on paper due to the re-issue of the proxy form, we will do the same. However, if exercised voting rights are duplicated on both paper and electromagnetic means, the electromagnetic exercise details will be used.
- (2) If you exercise voting rights and give conflicting votes on one and the same proposal, please notify us in writing that you are exercising divided votes on the proposal and the reason for this, by three days prior to the General Meeting.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of nine (9) Directors

All members of the Board of Directors eight (8) will retire upon the expiration of their term of office at the conclusion of this General Shareholder's Meeting. Therefore, in order to secure management transparency we request that Outside Directors be increased by one (1) and that nine (9) Members of the Board of Directors be elected.

The candidates for the position of Directors are as follows.

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Shigeru Koga (September 21, 1947)	April 1971 Joined The Dai-ichi Bank, Ltd. April 1995 Branch Manager, Hino Branch, The Dai-Ichi Kangyo Bank, Ltd. August 1996 Branch Manager, Bangkok Branch, The Dai-Ichi Kangyo Bank, Ltd. October 2001 General Manager, Subsidiaries and Affiliates Management Office of the Company June 2002 Director, General Manager, Planning & Coordination Office of the Company April 2003 Director, General Manager, Subsidiaries and Affiliates Management Department of the Company April 2004 Director, General Manager, Finance Department of the Company April 2007 Director, General Manager, Administration Department; General Manager, Subsidiaries and Affiliates Management, and person in charge of Internal Control of the Company April 2008 Managing Director, Chief Executive, Administration Division and Internal Control of the Company July 2009 Director, Managing Executive Officer, Chief Executive, Administration Division, Assistant to the President of the Company April 2010 President of the Company April 2016 Chairman of the Company (to the present)	48,300 shares
[Reasons for nomination as candidate for Director] Mr. Shigeru Koga has six years of management experience as President and, in addition, has great knowledge of global business management and management in general. Based on this we expect that he will strengthen the decision making ability of the Board of Directors and that he will support the new executive system, so the Company selected him as a director nominee again.			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Shoichi Shiratori (May 26, 1956)	April 1980 Joined the Company April 2008 Executive Officer, General Manager, Planning & Coordination Department of the Company July 2009 Executive Officer, Deputy Chief Executive, Administration Division, General Manager, Planning & Coordination Department of the Company April 2011 Executive Officer, Chief Executive, Administration Division of the Company June 2011 Director, Executive Officer, Chief Executive, Administration Division of the Company April 2012 Director, Executive Officer, Chief Executive, Administration Division, General Manager, Information System Department of the Company April 2013 Director, Managing Executive Officer, Chief Executive, Administration Division, General Manager, Information System Department of the Company April 2015 Director, Managing Executive Officer, Chief Executive, Administration Division of the Company April 2016 President of the Company (to the present)	21,591 shares
<p>[Reasons for nomination as candidate for Director] Mr. Shoichi Shiratori has been engaged in the planning and coordination and administration fields for many years and has thorough knowledge of the Company's business overall. Because of his broad knowledge of corporate management, we expect the decision making ability of the Board of Directors to be strengthened so the Company selected him as a director nominee again.</p>			
3	Yoji Eto (October 31, 1954)	April 1977 Joined the Company April 2008 Executive Officer, General Manager, Sales Department I of the Company July 2009 Executive Officer, General Manager, Sales Department I, Domestic Sales Division of the Company April 2011 Executive Officer, Chief Executive, Domestic Sales Division, General Manager, East Japan Sales Department of the Company April 2012 Executive Officer, Chief Executive, Domestic Sales Division of the Company June 2012 Director, Executive Officer, Chief Executive, Domestic Sales Division of the Company April 2014 Director, Managing Executive Officer, Chief Executive, Domestic Sales Division of the Company April 2016 Representative Director, Executive Vice President, Executive Officer in charge of Sales, Administration, and Quality Management Divisions of the Company (to the present)	15,100 shares
<p>[Reasons for nomination as candidate for Director] Mr. Yoji Eto has been engaged in sales for many years and is well-trusted by customers. We expect the decision making ability of the Board of Directors to be strengthened by using his experience so the Company selected him as a director nominee again.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company		Number of the Company's shares owned
4	Hideaki Kuboyama (July 10, 1952)	April 1975	Joined the Company	195,739 shares
		April 1985	General Manager, Product Planning Office of the Company	
June 1985	Director, General Manager, Product Planning Office of the Company			
June 1989	Managing Director, General Manager, Sales Administration Headquarters of the Company			
June 1994	Senior Managing Director, General Manager, Planning & Coordination and Quality Control Department of the Company			
April 1997	Senior Managing Director, Deputy General Manager, Production Division of the Company			
June 2000	Senior Managing Director, General Manager, Planning & Coordination Office of the Company			
June 2002	President of the Company			
April 2010	Chairman, CEO of the Company			
April 2016	Director and Executive Advisor of the Company (to the present)			
[Reasons for nomination as candidate for Director] Mr. Hideaki Kuboyama has been managing the Company for many years. We expect the decision making ability of the Board of Directors to be strengthened by using his wealth of knowledge and experience so the Company selected him as a director nominee again.				
5	Teruo Yashiro (March 12, 1954)	April 1975	Joined the Company	15,000 shares
		April 2009	General Manager, Production Division of the Company	
July 2009	Executive Officer, General Manager, Production Management Department, Production Division of the Company			
April 2011	Executive Officer, Chief Executive, Production Division, General Manager, Production Management Department of the Company			
April 2012	Executive Officer, Chief Executive, Development Division of the Company			
June 2012	Director, Executive Officer, Chief Executive, Development Division of the Company			
April 2013	Director, Executive Officer, Chief Executive, Production Division of the Company			
April 2016	Director, Managing Executive Officer, Chief Executive, Production Division of the Company, and in charge of Overseas Manufacturing Subsidiaries. (to the present)			
[Reasons for nomination as candidate for Director] Mr. Teruo Yashiro has been engaged in production and development operations. We expect the decision making ability of the Board of Directors to be strengthened by using his wealth of product knowledge so the Company selected him as a director nominee again.				

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Yasuo Mizuno (December 20, 1955)	<p>April 1979 Joined the Company</p> <p>April 2008 General Manager, Sales Department III of the Company</p> <p>July 2009 Executive Officer, General Manager, Sales Department III, Domestic Sales Division of the Company</p> <p>April 2011 Executive Officer, Chief Executive, International Sales Division, General Manager, International Sales Department IV of the Company</p> <p>July 2011 Executive Officer, Chief Executive, International Sales Division of the Company</p> <p>August 2011 Executive Officer, Chief Executive, International Sales Division, General Manager, International Sales Department IV of the Company</p> <p>June 2012 Director, Executive Officer, Chief Executive, International Sales Division, General Manager, International Sales Department IV of the Company</p> <p>February 2014 Director, Executive Officer, Chief Executive, International Sales Division, General Manager, International Sales Department I and International Sales Department IV of the Company</p> <p>April 2014 Director, Executive Officer, Chief Executive, International Sales Division, General Manager, International Sales Department III of the Company</p> <p>April 2016 Director, Managing Executive Officer, Chief Executive, Sales Division of the Company, and in charge of Overseas Sales Subsidiaries (to the present)</p> <p>[Significant concurrent positions outside the Company] President, Denyo America Corporation, President, Denyo Europe B.V.</p>	15,300 shares
<p>[Reasons for nomination as candidate for Director] Mr. Yasuo Mizuno has been engaged in the domestic sales and international sales operations. We expect the decision making ability of the Board of Directors to be strengthened by his global perspective so the Company selected him as a director nominee again.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Toshiaki Tanaka (June 25, 1953)	<p>April 1976 Joined the Company</p> <p>April 2008 General Manager, Research and Development Department of the Company</p> <p>April 2010 Executive Officer, Deputy Chief Executive, Development Division, General Manager, Development Department of the Company</p> <p>April 2011 Executive Officer, General Manager, Development Department of the Company</p> <p>April 2012 Executive Officer, General Manager, Engineering Department of the Company</p> <p>April 2013 Executive Officer, Chief Executive, Development Division of the Company</p> <p>April 2014 Executive Officer, Chief Executive, Development Division, General Manager, Patent Administration Department of the Company</p> <p>June 2015 Director, Executive Officer, Chief Executive, Development Division, General Manager, Patent Administration Department of the Company</p> <p>April 2016 Director, Senior Executive Officer, Chief Executive, Development Division, General Manager, Patent Administration Department (to the present)</p>	10,600 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Toshiaki Tanaka has been engaged in development operations. We expect the decision making ability of the Board of Directors to be strengthened by using his wealth of product knowledge so the Company selected him as a director nominee again.</p>			
8	Haruhito Takada (October 14, 1965)	<p>April 1995 Full-time Lecturer, Faculty of Law, Keio University</p> <p>April 1998 Assistant Professor, Faculty of Law, Keio University</p> <p>April 2005 Visiting Researcher, Faculty of Law, Humboldt University of Berlin</p> <p>April 2007 Instructor, Graduate School of Law, Keio University</p> <p>April 2008 Professor, Faculty of Law, Keio University</p> <p>April 2009 A Member of the Committee, Graduate School of Law, Keio University</p> <p>June 2009 A Member of the independent committee established in line with the Company's takeover defense measures, the Company (current post)</p> <p>April 2011 Professor, Graduate School of Law, Keio University</p> <p>June 2013 Outside Director of the Company (to the present)</p> <p>[Significant concurrent positions outside the Company] Professor, Graduate School of Law, Keio University</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Mr. Haruhito Takada is a candidate for Outside Director due to consideration of his broad insight and specialist's viewpoint as a university professor and because we determined that he could appropriately carry out those duties.</p> <p>While he does not have experience in corporate management other than as an Outside Director, he is independent from the management which undertakes business operations and there is no fear that a conflict of interest will arise with the shareholders. The Company would like to use his knowledge and experience in management from here on and so selected him as a nominee for Outside Director. Currently, Mr. Takada is an Outside Director of the Company and his term as an Outside Director at the conclusion of this General Shareholder's Meeting will be three years. There are no contributions to Graduate School of Law, Keio University, his other place of employment.</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
9	*Reiko Asahina (June 2, 1948)	<p>April 1967 Joined the National Tax Agency</p> <p>July 1992 Senior Examiner, Second Large Enterprise Examination Department of the Tokyo Regional Taxation Bureau.</p> <p>July 1995 Chief Examiner of the Shibuya Tax Office</p> <p>July 2001 Special Officer (International Taxation) of the Nihonbashi Tax Office</p> <p>July 2004 Special Examiner of the Shinjuku Tax Office</p> <p>July 2007 Special Examiner of the Kyobashi Tax Office</p> <p>July 2008 Retired from office</p> <p>September 2008 Established Asahina Tax Accountant Office (to the present)</p> <p>[Significant concurrent positions outside the Company] Representative of the Asahina Tax Accountant Office</p>	0 shares
<p>[Reasons for nomination as candidate for Outside Director] Ms. Reiko Asahina is a candidate for Outside Director due to consideration of her broad insight and specialist's viewpoint as a licensed tax accountant and because we determined that she could appropriately carry out those duties.</p> <p>While she does not have experience in corporate management, she is independent from the management which undertakes business operations and there is no fear that a conflict of interest will arise with the shareholders. The Company would like to use her knowledge and experience in management from here on and so selected her as a nominee for Outside Director.</p>			

Notes:

1. An asterisk (*) indicates a new candidate.
2. There are no special interests between the candidates and the Company.
3. Mr. Haruhito Takada and Ms. Reiko Asahina are candidates for Outside Director.
4. The Company has entered into an agreement with Mr. Haruhito Takada to limit liability for damages under Article 423, Paragraph 1 of the Companies Act as provided for in Article 427, Paragraph 1 of the Companies Act. The limit of liability based on the concerned agreement is the minimum amount of liability provided for in Article 425, Paragraph 1 of the Companies Act. If this Proposal is approved as proposed, the Company intends to continue the aforementioned agreements.
5. If Ms. Reiko Asahina is elected, the Company intends to conclude an agreement with her to limit liability for damages under Article 423, Paragraph 1 of the Companies Act as provided for in Article 427, Paragraph 1 of the Companies Act. The limit of liability based on this concerned agreement is the minimum amount of liability provided for in Article 425, Paragraph 1 of the Companies Act.
6. Mr. Haruhito Takada fulfills the requirements specified by the Tokyo Stock Exchange for Independent Officers and the Company has registered him as an Independent Officer with the Tokyo Stock Exchange.
7. Ms. Reiko Asahina fulfills the requirements specified by the Tokyo Stock Exchange for Independent Officers and if she is elected, the Company intends to register her as an Independent Officer with the Tokyo Stock Exchange.

Proposal 2: Election of one (1) Audit & Supervisory Board Member

The term of office for Audit and Supervisory Board Member Masaru Sugiyama will expire at the conclusion of this General Meeting of Shareholders so the Company is requesting the election of one (1) Audit and Supervisory Board Member.

Also, this proposal already has the agreement of the Audit and Supervisory Board.

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

Name (Date of birth)	Career summary, position and significant concurrent positions outside the Company		Number of the Company's shares owned
Masaru Sugiyama (July 21, 1953)	April 1978 June 2005 April 2006 July 2009 April 2012 April 2014 June 2014	Joined the Company Director, Denyo Trading Co., Ltd. Director, Denyo Trading Co., Ltd., Director, Denyo Asia Pte Ltd., (resides in Singapore) Executive Officer, General Manager, Group Business Planning Office of the Company Executive Officer, General Manager, Internal Audit Office, Person in charge of Internal Control Executive Officer, General Manager, Administration Division Audit & Supervisory Board Member of the Company (to the present)	12,800 shares

[Reasons for nomination as candidate for Audit & Supervisory Board Member]

Mr. Masaru Sugiyama has the experience and knowledge of overseas business and General Manager of the Internal Audit Office along with being responsible for Internal Control. The Company believes he can appropriately fulfill the duties of Audit and Supervisory Board Member. Based on his audit achievements as a sitting Audit and Supervisory Board Member, the Company requests his election as an Audit and Supervisory Board Member again.

Note: There are no special interests between the candidate for Audit and Supervisory Board Member and the Company.

Proposal 3: Amendment of remuneration for Directors and Audit and Supervisory Board Members

At the 58th General Meeting of Shareholders held on June 29, 2006, annual remuneration for directors to be no more than 240 million yen (however, employee salaries are not included) and annual remuneration for Audit and Supervisory Board Members to be no more than 60 million yen was approved and these amounts have continued up to the present.

Considering all the recent circumstances changing the economic situation, and need for securing the human resources to strengthen corporate governance in the future, the Company would like to revise the annual remuneration for directors to be no more than 300 million yen (of which an amount no more than 30 million yen is for outside directors), and the annual remuneration for Audit and Supervisory Board Members to be no more than 80 million yen and requests approval of this proposal.

As has been the case until now, the amount of remuneration for directors will not include the employee salaries of directors who serve concurrently as employees.

Currently there are eight (8) Directors (one (1) of whom is an Outside Director) and there are four (4) Audit and Supervisory Board Members. If proposals 1 and 2 are approved as proposed, there will be nine (9) Directors (two (2) of whom are Outside Directors) and four (4) Audit and Supervisory Board Members.

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