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(Stock Exchange Code 2760)
May 30, 2016

To Shareholders with Voting Rights:

Atsushi Tokushige
President & Representative Director
TOKYO ELECTRON DEVICE LIMITED
1-4, Kinko-cho, Kanagawa-ku, Yokohama City,
Kanagawa

**NOTICE OF
THE 31ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 31st Annual General Meeting of Shareholders of TOKYO ELECTRON DEVICE LIMITED (the "Company"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or through the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your rights no later than 5:30 p.m., Wednesday, June 15, 2016, Japan time.

- 1. Date and Time:** Thursday, June 16, 2016 at 10:00 a.m. Japan time
(Reception desk will open at 9:00 a.m.)
- 2. Place:** Nichirin banquet room at 5th Floor, Yokohama Bay Sheraton Hotel & Towers
located at 1-3-23 Kitasaiwai, Nishi-ku, Yokohama City, Kanagawa, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, the Consolidated Financial Statements and Results of Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the Company's 31st Fiscal Year (April 1, 2015 - March 31, 2016)
 2. Non-consolidated Financial Statements for the Company's 31st Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

- Proposal 1:** Election of Ten Corporate Directors
Proposal 2: Election of One Audit & Supervisory Board Member
Proposal 3: Payment of Bonuses to Corporate Directors

1. When you attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Kindly bring this Notice with you for resource saving purposes.
2. Should the Reference Documents for the General Meeting of Shareholders require any revisions, the revised versions will be posted on the Company's website*.

*The Company's website: <http://www.teldevice.co.jp/eng/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Ten Corporate Directors

The terms of office of all ten Corporate Directors will expire at the conclusion of the General Meeting of Shareholders. Accordingly, the election of ten Corporate Directors is proposed.

The candidates are as follows:

Candidate No.	Name	Position	Years in office	Attendance at Board of Directors' meetings
1	Atsushi Tokushige	President & Representative Director	9	100% (Twelve out of twelve meetings)
2	Noriyuki Kuga	Senior Executive Vice President & Representative Director	9	100% (Twelve out of twelve meetings)
3	Katsuyuki Amano	Corporate Director	9	100% (Twelve out of twelve meetings)
4	Yasuo Hatsumi	Corporate Director	4	100% (Twelve out of twelve meetings)
5	Akihiro Kamikogawa	Corporate Director	3	100% (Twelve out of twelve meetings)
6	Masami Hasegawa	Corporate Director	1	100% (Ten out of ten meetings)
7	Yukio Saeki	Corporate Director	1	100% (Ten out of ten meetings)
8	Tetsuo Tsuneishi	Corporate Director	3	100% (Twelve out of twelve meetings)
9	Kunio Ishikawa (Outside Director) (Independent Director)	Corporate Director	3	100% (Twelve out of twelve meetings)
10	Hisayoshi Fuwa (Outside Director) (Independent Director)	Corporate Director	2	100% (Twelve out of twelve meetings)

(Notes)

1. There are no special interests between each candidate for Corporate Director and the Company.
2. Subject to approval by the General Meeting of Shareholders and subsequent approval by the Board of Directors after the conclusion of the meeting, Messrs. Noriyuki Kuga and Masami Hasegawa will assume the position of the Chairman of the Board and the Representative Director, respectively.
3. Messrs. Masami Hasegawa and Yukio Saeki were elected at the 30th Annual General Meeting of Shareholders held on June 17, 2015 and their record of attendance at Board of Directors' meetings covers the number of attendance after they assumed their positions.
4. Messrs. Kunio Ishikawa and Hisayoshi Fuwa are candidates for Outside Directors. They are also Independent Directors required by the Tokyo Stock Exchange and will continue to be if reelected.
5. The current Articles of Incorporation of the Company provides that the Company can enter into an agreement with Corporate Directors (excluding Executive Directors) to limit liability for damages to the Company. The Company entered into a liability limitation agreement with Messrs. Katsuyuki Amano, Tetsuo Tsuneishi, Kunio Ishikawa, and

Hisayoshi Fuwa, and will renew the respective agreements if their reelection is approved. In addition, Mr. Noriyuki Kuga will be Non-Executive Director if reelected as proposed, thus the Company will enter into the liability limitation agreement with him. The outline of the liability limitation agreement of the Company is as follows:

- Corporate Directors (excluding Executive Directors) who have neglected their duties shall be liable to the Company for any damage to the extent of the minimum liability amount as set forth in Article 425 (1) of the Companies Act.
- The above liability limitation shall be limited to cases where the relevant Corporate Director is without knowledge and is not grossly negligent in performing his/her duties that caused the liability.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
1	Atsushi Tokushige (November 7, 1963) [52 years old]	<p>April 1986 Joined Tokyo Electron Limited</p> <p>April 2005 Vice President of the Company</p> <p>June 2007 Corporate Director of the Company</p> <p>June 2011 Managing Director, TOKYO ELECTRON DEVICE HONG KONG LTD. (currently TOKYO ELECTRON DEVICE ASIA PACIFIC LTD.)</p> <p>September 2013 CEO, inrevium AMERICA, INC.</p> <p>January 2015 President & Representative Director of the Company (to present)</p> <p>[Position and responsibility at the Company] President & Representative Director</p> <p>[Reason for nomination as a candidate for Corporate Director] With his knowledge and management skills acquired through extensive management experience in Electronic Components Business and as a manager of overseas subsidiaries, we believe that he will continue to lead the group management as the President of the Company while contributing to the enhancement of decision-making and oversight functions of the Board of Directors. We thus nominate him for Corporate Director.</p>	7,200
2	Noriyuki Kuga (August 25, 1955) [60 years old]	<p>April 1979 Joined Tokyo Electron Limited</p> <p>October 2004 President & Representative Director, Tokyo Electron BP Limited</p> <p>October 2006 Executive Vice President of the Company</p> <p>June 2007 Corporate Director of the Company</p> <p>June 2011 Senior Executive Vice President & Representative Director of the Company (to present)</p> <p>[Position and responsibility at the Company] Senior Executive Vice President & Representative Director Senior Director, Administration Senior Director, Global Operation Support In Charge of Internal Control</p> <p>[Reason for nomination as a candidate for Corporate Director] With his knowledge and insight acquired through extensive experience in the Administration and corporate management, we believe that he will continue to contribute to the enhancement of decision-making and oversight functions of the Board of Directors from non-executive perspective. We thus nominate him for Corporate Director.</p>	15,500

(Reference)

[Policy and procedure for nominating candidates for Corporate Directors]

To nominate candidates for Corporate Directors, the Nominating Committee reviews and proposes the candidates to the Board of Directors based on their qualities such as from their knowledge and experience to qualifications as Corporate Director as well as the balance and diversity of knowledge, experience, and capabilities of the Board of Directors as a whole. Upon approval of the Board of Directors, the approved candidates are presented to the General Meeting of Shareholders for approval.

In addition to the requirements under the Companies Act, the Company has the following policies for electing Outside Directors: The Company, in principle, recruits candidates whose corporation, etc. as well as candidates themselves have no special interests with the Company; and who are independent and free from any conflict of interest with general shareholders of the Company.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
3	Katsuyuki Amano (November 28, 1954) [61 years old]	November 1984 Joined Tokyo Electron Limited October 2006 Vice President of the Company June 2007 Corporate Director of the Company (to present) June 2012 Senior Vice President of the Company [Position and responsibility at the Company] Corporate Director, In Charge of Risk Management [Reason for nomination as a candidate for Corporate Director] With his knowledge and insight acquired through extensive management experience in Computer Network Business, we believe that he will continue to contribute to the enhancement of decision-making and oversight functions of the Board of Directors from non-executive perspective. We thus nominate him for Corporate Director.	5,500
4	Yasuo Hatsumi (July 22, 1962) [53 years old]	April 1985 Joined Tokyo Electron Limited June 2011 Vice President of the Company (to present) June 2012 Corporate Director of the Company (to present) May 2015 CEO, inrevium AMERICA, INC. (to present) [Significant concurrent position] CEO, inrevium AMERICA, INC. [Position and responsibility at the Company] Corporate Director, Vice President President of inrevium Company President of System Solution Company [Reason for nomination as a candidate for Corporate Director] With his knowledge and management skills acquired through extensive management experience in Electronic Components Business, we believe that he will continue to lead the business while contributing to the enhancement of decision-making and oversight functions of the Board of Directors. We thus nominate him for Corporate Director.	4,700

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
5	Akihiro Kamikogawa (November 8, 1963) [52 years old]	<p>April 1986 Joined Tokyo Electron Limited</p> <p>June 2011 Vice President of the Company (to present)</p> <p>June 2013 Corporate Director of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Vice President President of CN Company</p> <p>[Reason for nomination as a candidate for Corporate Director] With his knowledge and management skills acquired through extensive management experience in Computer Network Business, we believe that he will continue to lead the business while contributing to the enhancement of decision-making and oversight functions of the Board of Directors. We thus nominate him for Corporate Director.</p>	2,500
6	Masami Hasegawa (September 30, 1965) [50 years old]	<p>April 1986 Joined Tokyo Electron Limited</p> <p>May 2008 Deputy Senior Director, East Japan EC Sales Division 1 of the Company</p> <p>June 2013 President & Representative Director, PAN ELECTRON LIMITED</p> <p>June 2014 Vice President of the Company (to present)</p> <p>June 2015 Corporate Director of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Vice President General Manager, Global Sales Business President of Industrial Solution Company</p> <p>[Reason for nomination as a candidate for Corporate Director] With his knowledge and management skills acquired through extensive management experience in Electronic Components Business and as a manager of subsidiaries, we believe that he will continue to lead the Company Group with a focus on the business while contributing to the enhancement of decision-making and oversight functions of the Board of Directors. We thus nominate him for Corporate Director.</p>	5,000

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
7	Yukio Saeki (October 25, 1958) [57 years old]	<p>April 1981 Joined Tokyo Electron Limited</p> <p>February 2012 President & Representative Director, Tokyo Electron BP Limited</p> <p>February 2012 President & Representative Director, Tokyo Electron Agency Limited</p> <p>June 2015 Corporate Director of the Company (to present)</p> <p>June 2015 Vice President of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Vice President Deputy Senior Director, Administration Director, IT Planning Department In Charge of Compliance</p> <p>[Reason for nomination as a candidate for Corporate Director] With his knowledge and insight acquired through extensive experience in the Administration and corporate management, we believe that he will continue to lead the Administration while contributing to the enhancement of decision-making and oversight functions of the Board of Directors. We thus nominate him for Corporate Director.</p>	3,000
8	Tetsuo Tsuneishi (November 24, 1952) [63 years old]	<p>April 1976 Joined Tokyo Electron Limited</p> <p>June 1992 Corporate Director, Tokyo Electron Limited</p> <p>June 1996 Senior Managing Director, Tokyo Electron Limited</p> <p>June 2003 Deputy Chairman of the Board, Tokyo Electron Limited</p> <p>June 2013 Corporate Director of the Company (to present)</p> <p>June 2015 Chairman of the Board, Tokyo Electron Limited (to present)</p> <p>[Significant concurrent position] Chairman of the Board, Tokyo Electron Limited</p> <p>[Position and responsibility at the Company] Corporate Director</p> <p>[Reason for nomination as a candidate for Corporate Director] With his extensive experience and insight as the top management of Tokyo Electron Limited (this company's main business is the production and sales of semiconductor production equipment using its electronic technologies.), we believe that he will continue to contribute to the enhancement of decision-making and oversight functions of the Board of Directors from non-executive perspective as well as from a shareholder's point of view. We thus nominate him for Corporate Director.</p>	-

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
9	Kunio Ishikawa (September 2, 1948) [67 years old]	<p>April 1971 Joined Nippon Telegraph and Telephone Public Corporation (currently NIPPON TELEGRAPH AND TELEPHONE CORPORATION)</p> <p>June 1999 Member of the Board of Directors, NTT Mobile Communications Network, Inc. (currently NTT DOCOMO, INC.)</p> <p>June 2002 Executive Vice President, NTT DOCOMO, INC.</p> <p>June 2004 Senior Executive Vice President, NTT DOCOMO, INC.</p> <p>June 2007 Vice President, KYOWA EXEO CORPORATION</p> <p>June 2008 President, KYOWA EXEO CORPORATION</p> <p>June 2013 Corporate Director of the Company (to present)</p> <p>June 2013 Chairman, KYOWA EXEO CORPORATION (to present)</p> <p>[Significant concurrent position] Chairman, KYOWA EXEO CORPORATION</p> <p>[Position and responsibility at the Company] Outside Director (Independent Director)</p> <p>[Reason for nomination as a candidate for Outside Director] He has provided appropriate advice based on his knowledge and insight acquired through long years of corporate management experience. We believe that he will continue to contribute to the enhancement of decision-making and oversight functions of the Board of Directors from a general shareholder's point of view. We thus nominate him for Outside Director.</p> <p>Having served as Outside Director of the Company since June 2013, Mr. Kunio Ishikawa will have been in office for a total of three years at the conclusion of this General Meeting of Shareholders.</p>	-
10	Hisayoshi Fuwa (July 6, 1949) [66 years old]	<p>April 1973 Joined Tokyo Shibaura Electric Co., Ltd. (currently TOSHIBA CORPORATION)</p> <p>June 2003 Corporate Vice President, TOSHIBA CORPORATION</p> <p>June 2007 President & CEO, Toshiba Carrier Corporation</p> <p>March 2010 Corporate Advisor, TOSHIBA CORPORATION</p> <p>June 2010 Director of the Board & Executive Officer, JVCKENWOOD Holdings, Inc. (currently JVCKENWOOD Corporation)</p> <p>May 2011 President, Representative Director of the Board (CEO), JVCKENWOOD Corporation</p> <p>June 2012 Executive Corporate Advisor, JVCKENWOOD Corporation</p> <p>June 2014 Corporate Director of the Company (to present)</p> <p>[Significant concurrent position] Outside Director, NEC Networks & System Integration Corporation (scheduled to assume in June 2016)</p> <p>[Position and responsibility at the Company] Outside Director (Independent Director)</p> <p>[Reason for nomination as a candidate for Outside Director] He has provided appropriate advice based on his knowledge in the electronics industry and corporate management experience. We believe that he will continue to contribute to the enhancement of decision-making and oversight functions of the Board of Directors from a general shareholder's point of view. We thus nominate him for Outside Director.</p> <p>Having served as Outside Director of the Company since June 2014, Mr. Hisayoshi Fuwa will have been in office for a total of two years at the conclusion of this General Meeting of Shareholders.</p>	-

(Reference)

[Outline of criteria for electing Independent Directors/Auditors]

The Company elects Independent Directors/Auditors from among Outside Directors or Outside Audit & Supervisory Board Members ("Outside Officers") who do not fall under any of the following:

1. Related party of the Company Group;
2. Major shareholder;
3. Related party of major business partner/customer;
- and 4. Other

Outside Officers of the Company may be reelected up to a total of eight years of office.

[Numeric criteria]

- (1) "Major shareholder" refers to a shareholder who holds more than 10% of total voting rights through direct and/or indirect ownership.
- (2) "Related party of major business partner/customer" refers to a party with a history of transactions worth 2% or more of consolidated net sales of the Company during the relevant fiscal year or a financial institution providing loans worth 5% or more of consolidated total assets of the Company.

Proposal 2: Election of One Audit & Supervisory Board Member

Of incumbent Audit & Supervisory Board Members, Mr. Hiroshi Takei will retire at the conclusion of the General Meeting of Shareholders, thus the election of one Audit & Supervisory Board Member is proposed.

As Mr. Nobuo Kawai is a candidate for successor to Mr. Hiroshi Takei, his term of office will be the same as the remaining term of office of the predecessor (Mr. Takei) in accordance with the Articles of Incorporation of the Company. The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of the Company shares held
Nobuo Kawai (March 22, 1963) [53 years old]	April 1985 Joined Tokyo Electron Limited July 2003 Director, General Affairs Department of the Company July 2007 Director, Finance Department of the Company January 2012 Director, Internal Audit Department of the Company (to present) [Reason for nomination as a candidate for Audit & Supervisory Board Member] Primarily in finance and internal audits, he has knowledge and experience associated with corporate accounting and internal controls at the Administration and is familiar with production management operations at factories. Given his extensive knowledge and experience, we expect him to perform audits properly in line with the reality of the Company. We thus nominate him for Audit & Supervisory Board Member.	8,300

(Notes)

1. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
2. The current Articles of Incorporation of the Company provides that the Company can enter into an agreement with Audit & Supervisory Board Member to limit liability for damages to the Company. The Company will enter into the liability limitation agreement with Mr. Nobuo Kawai if his election is approved. The outline of the liability limitation agreement of the Company is as follows:
 - Audit & Supervisory Board Member who have neglected their duties shall be liable to the Company for any damage to the extent of the minimum liability amount as set forth in Article 425 (1) of the Companies Act.
 - The above liability limitation shall be limited to cases where the relevant Audit & Supervisory Board Member is without knowledge and is not grossly negligent in performing his/her duties that caused the liability.

(Reference)

[Policy and procedure for nominating candidates for Audit & Supervisory Board Members]

To nominate candidates for Audit & Supervisory Board Members, the Representative Director proposes the candidates to the Audit & Supervisory Board based on their knowledge, experience, qualifications, diversity, etc. Upon review based on the check points for selection of candidates, the Audit & Supervisory Board presents the approved candidates to the Board of Directors, which will propose them to the General Meeting of Shareholders upon its approval.

Proposal 3: Payment of Bonuses to Corporate Directors

In view of the financial results for the current fiscal year, etc., payment of bonuses of a total of ¥22.1 million to seven full-time Corporate Directors as of the end of the current fiscal year is proposed. No bonuses will be paid to part-time Corporate Directors including Outside Directors.

(Reference)

[Policy and procedure for deciding remuneration for Corporate Directors]

The amount of monthly fixed remuneration for Corporate Directors is determined within the range set in accordance with position/responsibility/rank by taking account of appropriate levels. The amount of monthly fixed remuneration for Representative Director is determined as the amount proposed by the Remuneration Committee upon approval of the Board of Directors. The individual amount of remuneration for Corporate Directors other than Representative Director is determined by Representative Director under the authority delegated by the Board of Directors.

Performance-linked remuneration is paid to full-time Corporate Directors, with its total payment per fiscal year set up to 5% of net income attributable to owners of the parent, and the proportion of “cash bonus” (short-term incentive) and “performance-linked stock-based remuneration” (medium and long-term incentive) set at roughly 2 to 1. The amount of cash bonus, which is calculated from net income attributable to owners of the parent, is proposed to the General Meeting of Shareholders for approval. The performance-linked stock-based remuneration, separately from the above monthly fixed remuneration, is funded with Corporate Director’s salaries and remuneration provided by the Company and a stock-based remuneration plan in which the Company shares are acquired through trusts and issued to eligible Corporate Directors according to the level of achievement of performance. (However, the Company shares are granted to Corporate Directors when they retire, in principal.)