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(Stock Exchange Code 2760)
May 30, 2017

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 32ND 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 32nd 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., Tuesday, June 20, 2017, Japan time.

- 1. Date and Time:** Wednesday, June 21, 2017 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 32nd Fiscal Year (April 1, 2016 - March 31, 2017)
 2. Non-consolidated Financial Statements for the Company's 32nd Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- Proposal 1:** Election of Nine Corporate Directors
Proposal 2: Election of Two Audit & Supervisory Board Members
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 Nine 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 nine Corporate Directors is proposed.

The candidates are as follows:

Candidate No.	Name	Position	Years in office	Attendance at Board of Directors' meetings
1	Noriyuki Kuga	Chairman of the Board	10	100% (Thirteen out of thirteen meetings)
2	Atsushi Tokushige	President & Representative Director	10	100% (Thirteen out of thirteen meetings)
3	Masami Hasegawa	Representative Director	2	100% (Thirteen out of thirteen meetings)
4	Akihiro Kamikogawa	Corporate Director	4	100% (Thirteen out of thirteen meetings)
5	Yukio Saeki	Corporate Director	2	100% (Thirteen out of thirteen meetings)
6	Kazuki Shinoda (New candidate)	Vice President	New candidate	—
7	Tetsuo Tsuneishi	Corporate Director	4	100% (Thirteen out of thirteen meetings)
8	Kunio Ishikawa (Outside Director) (Independent Director)	Corporate Director	4	100% (Thirteen out of thirteen meetings)
9	Hisayoshi Fuwa (Outside Director) (Independent Director)	Corporate Director	3	100% (Thirteen out of thirteen meetings)

(Notes)

- There are no special interests between each candidate for Corporate Director and the Company.
- 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.
- 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. Noriyuki Kuga, Tetsuo Tsuneishi, Kunio Ishikawa, and Hisayoshi Fuwa, and will renew the respective agreements if they are reelected. 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	Noriyuki Kuga (August 25, 1955) [61 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</p> <p>June 2016 Chairman of the Board of the Company (to present)</p> <p>[Position and responsibility at the Company] Chairman of the Board</p> <p>[Reason for nomination as a candidate for Corporate Director] With his extensive experience as a manager, he serves as Chairman of the Board of Directors and is a committee member of the Nominating and Remuneration Committees, playing an active role in highly effective oversight over the Company's management as a non-executive Corporate Director. We continue to expect him to strengthen corporate governance and the decision-making function of the Board of Directors, and thus nominate him for Corporate Director.</p>	16,700
2	Atsushi Tokushige (November 7, 1963) [53 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 extensive experience and insight acquired through management in the Electronic Components Business and being a manager of overseas subsidiary companies, he has been leading the Group's management as the President of the Company. We continue to expect him to strengthen the decision-making function of the Board of Directors, leverage his business execution abilities and govern the Group's management, and thus nominate him for Corporate Director.</p>	8,500

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
3	Masami Hasegawa (September 30, 1965) [51 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</p> <p>June 2015 Corporate Director of the Company</p> <p>June 2016 Representative Director of the Company (to present)</p> <p>June 2016 Senior Vice President of the Company (to present)</p> <p>[Position and responsibility at the Company] Representative Director, Senior Vice President General Manager, Global Sales Business Senior Director, EC Sales Division 3</p> <p>[Reason for nomination as a candidate for Corporate Director] With his experience and proven track record acquired through management in the Electronic Components Business and as a manager of domestic subsidiary company, he has been playing an active role in the deliberation on business promotion at the Board of Directors. We continue to expect him to strengthen the decision-making function of the Board of Directors, leverage his business execution abilities and govern the Group's management, and thus nominate him for Corporate Director.</p>	5,500
4	Akihiro Kamikogawa (November 8, 1963) [53 years old]	<p>April 1986 Joined Tokyo Electron Limited</p> <p>June 2011 Vice President of the Company</p> <p>June 2013 Corporate Director of the Company (to present)</p> <p>June 2016 Senior Vice President of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Senior Vice President President of CN Company</p> <p>[Reason for nomination as a candidate for Corporate Director] With his experience and proven track record acquired through management in the Computer Network Business, he has been playing an active role in the deliberation on business promotion at the Board of Directors. We continue to expect him to strengthen the decision-making function of the Board of Directors and promote the Group's management, and thus nominate him for Corporate Director.</p>	2,500

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
5	Yukio Saeki (October 25, 1958) [58 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</p> <p>June 2016 Senior Vice President of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Senior Vice President Senior Director, Administration Senior Director, Global Operation Support In Charge of Internal Control In Charge of Compliance</p> <p>[Reason for nomination as a candidate for Corporate Director] With his extensive experience acquired through management in the Administration and corporate management, he has been playing an active role in the highly effective oversight of the Company's management including compliance and risk management. We continue to expect him to strengthen the decision-making function of the Board of Directors and promote the Group's management, and thus nominate him for Corporate Director.</p>	3,000
6	Kazuki Shinoda (October 17, 1965) [51 years old] New candidate	<p>April 1988 Joined Tokyo Electron Limited</p> <p>January 2007 Director of Inrevium Technical Center of the Company</p> <p>August 2011 Director of Product Development Department of the Company</p> <p>October 2014 Vice President of inrevium Company</p> <p>June 2015 Vice President of the Company (to present)</p> <p>May 2016 Director of Design & Development Center (to present)</p> <p>[Position and responsibility at the Company] Vice President Director of Design & Development Center</p> <p>[Reason for nomination as a candidate for Corporate Director] With his long years of involvement in the outsourced design and in-house development business, he currently governs the in-house brand business as Vice President. By leveraging his extensive experience and knowledge, we expect him to strengthen the decision-making function of the Board of Directors and promote the Group's management, and thus nominate him for Corporate Director.</p>	100

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
7	Tetsuo Tsuneishi (November 24, 1952) [64 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>Note: Scheduled to assume the position of Representative Director & Chairman of the Board, Tokyo Electron Limited on June 1, 2017</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, proven track record and insight as a member of the top management of Tokyo Electron Limited (semiconductor production equipment manufacturer), he has been playing an active role in highly effective oversight over the Company's management including participation in the Nominating Committee. We continue to expect him to perform oversight duties from an objective viewpoint and strengthen the decision-making function of the Board of Directors, and thus nominate him for Corporate Director.</p>	-
8	Kunio Ishikawa (September 2, 1948) [68 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] With his extensive experience, proven track record and insight acquired through long years of corporate management, he has been playing an active role in highly effective oversight over the Company's management including participation in the Nominating Committee. We continue to expect him to perform oversight duties from an objective viewpoint and strengthen the decision-making function of the Board of Directors, and thus nominate him for Corporate Director. Mr. Kunio Ishikawa will have been in office for a total of four years at the conclusion of this General Meeting of Shareholders.</p>	-

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
9	Hisayoshi Fuwa (July 6, 1949) [67 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>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 2014 Corporate Director of the Company (to present)</p> <p>June 2016 Member of the Board of NEC Networks & System Integration Corporation (to present)</p> <p>[Significant concurrent position] Outside Director, NEC Networks & System Integration Corporation</p> <p>[Position and responsibility at the Company] Outside Director Independent Director</p> <p>[Reason for nomination as a candidate for Outside Director] With his extensive experience, proven track record and insight acquired through corporate management in the electronics industry, he has been playing an active role in the highly effective oversight of the Company's management including participation in the Remuneration Committee. We continue to expect him to perform oversight duties from an objective viewpoint and strengthen the decision-making function of the Board of Directors, and thus nominate him for Corporate Director. Mr. Hisayoshi Fuwa will have been in office for a total of three years at the conclusion of this General Meeting of Shareholders.</p>	-

Proposal 2: Election of Two Audit & Supervisory Board Members

Of incumbent Audit & Supervisory Board Members, the term of office of Messrs. Takashi Nakamura and Hisami Fukumori will expire at the conclusion of the General Meeting of Shareholders, thus the election of two Audit & Supervisory Board Members is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

No.	Name (Date of birth)	Past experience and significant concurrent positions	Number of the Company shares held
1	Takashi Nakamura (October 6, 1954) [62 years old]	<p>April 1979 Joined Tokyo Electron Limited</p> <p>April 2003 President & Representative Director, Tokyo Electron Logistics Limited</p> <p>April 2009 Senior Vice President, Tokyo Electron Limited</p> <p>June 2009 Corporate Director, Tokyo Electron Limited</p> <p>June 2010 Corporate Director of the Company</p> <p>June 2013 Audit & Supervisory Board Member (full-time) of the Company (to present)</p> <p>[Position at the Company] Audit & Supervisory Board Member (full-time)</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] Since assuming office as Audit & Supervisory Board Member (full-time) in June 2013, he has been properly fulfilling his duties including audits of execution of duties by Corporate Directors, leveraging his wealth of experience and knowledge in corporate management. We continue to expect him to enhance and strengthen the audit function of the Company, and thus nominate him for Audit & Supervisory Board Member.</p>	-
2	Hisami Fukumori (December 13, 1952) [64 years old]	<p>March 1982 Registered as Certified Public Accountant</p> <p>April 1982 Joined Japan Associated Finance Co., Ltd. (currently JAFCO Co., Ltd.)</p> <p>June 1997 Director, Japan Associated Finance Co., Ltd.</p> <p>June 2001 Managing Director, Japan Associated Finance Co., Ltd.</p> <p>April 2004 President & Representative Director, Victoria Inc.</p> <p>May 2005 Senior Vice President, JAFCO Co., Ltd.</p> <p>June 2006 Corporate Auditor (full-time) , JAFCO Co., Ltd.</p> <p>December 2010 Retired from JAFCO Co., Ltd.</p> <p>January 2011 Established Hisami Fukumori Certified Public Accountant Office (to present)</p> <p>June 2011 Auditor, Ferrotec Corporation (currently Ferrotec Holdings Corporation) (to present)</p> <p>June 2013 Audit & Supervisory Board Member of the Company(to present)</p> <p>June 2015 Audit & Supervisory Board Member of Nippon RAD Inc. (to present)</p> <p>[Significant concurrent position] Representative, Hisami Fukumori Certified Public Accountant Office External Auditor, Ferrotec Holdings Corporation Outside Audit & Supervisory Board Member of Nippon RAD Inc.</p> <p>[Position at the Company] Outside Audit & Supervisory Board Member Independent Director</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] With his background as a certified public accountant, he possesses advanced knowledge and insights in finance and accounting. He also has experience in corporate management while serving as Audit & Supervisory Board Member at other companies. We take into consideration this extensive experience and expect him to strengthen the Company's audit structure from an objective standpoint with diverse points of view. Thus we nominate him for Outside Audit & Supervisory Board Member. Mr. Hisami Fukumori will have been in office for a total of four years at the conclusion of this General Meeting of Shareholders.</p>	-

(Notes)

1. There are no special interests between each candidate for Audit & Supervisory Board Member and the Company.
2. Mr. Hisami Fukumori is a candidate of Outside Audit & Supervisory Board Member. He is an Independent Auditor required by the Tokyo Stock Exchange and will continue to be if reelected.
3. 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 entered into a liability limitation agreement with Messrs. Takashi Nakamura and Hisami Fukumori, and will renew the respective agreements if they are reelected. The outline of the liability limitation agreement of the Company is as follows:
 - Audit & Supervisory Board Members who have neglected its 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: Proposal 1 and Proposal 2)

[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.

[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.

[Outline of criteria for electing Independent Directors/Auditors]

The Company elects Independent Directors/Audit & Supervisory Board Members 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 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 ¥14.69 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: Proposal 3)

[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 President & 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 President & Representative Director is determined by President & 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.)