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(Stock Exchange Code 2760)
May 29, 2018

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 33RD 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 33rd 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 19, 2018, Japan time.

- 1. Date and Time:** Wednesday, June 20, 2018 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 33rd Fiscal Year (April 1, 2017 - March 31, 2018)
 2. Non-consolidated Financial Statements for the Company's 33rd Fiscal Year (April 1, 2017 - March 31, 2018)

Proposals to be resolved:

- Proposal 1:** Election of Nine Corporate Directors
Proposal 2: 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 nine 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	11	100% (Twelve out of twelve meetings)
2	Atsushi Tokushige	President & Representative Director	11	100% (Twelve out of twelve meetings)
3	Masami Hasegawa	Representative Director	3	100% (Twelve out of twelve meetings)
4	Akihiro Kamikogawa	Corporate Director	5	100% (Twelve out of twelve meetings)
5	Yukio Saeki	Corporate Director	3	100% (Twelve out of twelve meetings)
6	Kazuki Shinoda	Corporate Director	1	100% (Ten out of ten meetings)
7	Tetsuo Tsuneishi	Corporate Director	5	100% (Twelve out of twelve meetings)
8	Kunio Ishikawa (Outside Director) (Independent Director)	Corporate Director	5	100% (Twelve out of twelve meetings)
9	Hisayoshi Fuwa (Outside Director) (Independent Director)	Corporate Director	4	100% (Twelve out of twelve meetings)

(Notes)

- There are no special interests between each candidate for Corporate Director and the Company.
- Mr. Kazuki Shinoda was elected at the 32nd Annual General Meeting of Shareholders held on June 21, 2017, and his record of attendance at Board of Directors' meetings covers the number of attendance after he assumed his position.
- 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 their reelection is approved. 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) [62 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] He has served as Chairman of the Board of Directors since June 2016. In addition, in the fiscal year ended March 31, 2018, he played an active role as a committee member of the Nominating Committee in evaluating training plans for successors to top management and President & Representative Director. We continue to expect him to strengthen corporate governance and contribute to the supervisory function of the Board of Directors, and thus nominate him for Corporate Director.</p>	17,200
2	Atsushi Tokushige (November 7, 1963) [54 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] Since he assumed his position as the President & Representative Director of the Company in January 2015, he has made use of his experience accumulated up to that point, and demonstrated strong leadership skills to lead the management of the Group. We continue to expect him to strengthen the decision-making function of the Board of Directors and plays a central role in overall management to contribute to improving corporate value of the Group, and thus nominate him for Corporate Director.</p>	9,100

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
3	Masami Hasegawa (September 30, 1965) [52 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>April 2015 General Manager, Global Sales Business Department of the Company (to present)</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</p> <p>[Reason for nomination as a candidate for Corporate Director] He has assumed an important position in charge of the Sales Division in the Electronic Components Business. In addition, since June 2016 he has been leading management of the Group as Representative Director of the Company. We expect him to make use of the knowledge that he has accumulated thus far to contribute to improving the corporate value of the Group and strengthen the supervisory function of the Board of Directors, and thus nominate him for Corporate Director.</p>	5,500
4	Akihiro Kamikogawa (November 8, 1963) [54 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>April 2015 President of CN 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] He serves in an important position in charge of the Computer Network Business. In addition, he has been playing an active role as a committee member of the Remuneration Committee in the inquest of a remuneration system based on the medium-term management plan, and he also serves as a committee member of the Compliance and Risk Management Committees. We expect him to make use of the knowledge that he has accumulated thus far to contribute to improving the corporate value of the Group and strengthen the supervisory function of the Board of Directors, 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) [59 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>June 2016 Senior Director, Administration Department of the Company (to present)</p> <p>June 2016 Senior Director, Global Operation Support Department 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] He serves in an important position in charge of the Administration Department, etc. In addition, he serves as a committee member of the Remuneration and Nominating Committees, and has been playing an active role in development and training of various types of monitoring and in-house rules as Chairman of the Compliance Committee. We expect him to make use of the knowledge that he has accumulated thus far to contribute to improving the corporate value of the Group and strengthen the supervisory function of the Board of Directors, and thus nominate him for Corporate Director.</p>	3,000
6	Kazuki Shinoda (October 17, 1965) [52 years old]	<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>June 2017 CEO, inrevium AMERICA, INC. (to present)</p> <p>June 2017 Corporate Director of the Company (to present)</p> <p>June 2017 President of inrevium Company (to present)</p> <p>[Significant concurrent position] CEO, inrevium AMERICA, INC.</p> <p>[Position and responsibility at the Company] Corporate Director, Vice President President of inrevium Company In charge of Risk Management</p> <p>[Reason for nomination as a candidate for Corporate Director] He serves in an important position in charge of the in-house brand business. In addition, he has been playing an active role as a committee member of the Remuneration Committee in the inquest of a remuneration system based on the medium-term management plan, and also in developing our risk management system as Chairman of the Risk Management Committee since June 2017. We expect him to make use of the knowledge that he has accumulated thus far to contribute to improving the corporate value of the Group and strengthen the supervisory function of the Board of Directors, and thus nominate him for Corporate Director.</p>	3,100

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
7	Tetsuo Tsuneishi (November 24, 1952) [65 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</p> <p>June 2017 Representative Director & Chairman of the Board, Tokyo Electron Limited (to present)</p> <p>[Significant concurrent position]</p> <p>Representative Director & Chairman of the Board, Tokyo Electron Limited</p> <p>[Position and responsibility at the Company]</p> <p>Corporate Director</p> <p>[Reason for nomination as a candidate for Corporate Director]</p> <p>He attended all meetings of the Board of Directors held in the fiscal year ended March 31, 2018 (12 times). In addition, he has also been playing an active role as a committee member of the Nominating Committee in evaluating training plans for successors to top management and President & Representative Director. We expect him to make use of his experience as an executive manager in stock market listed companies to perform oversight duties from an objective viewpoint by sharing his opinions and advice from the perspective of shareholders, and thus nominate him for Corporate Director.</p>	-
8	Kunio Ishikawa (September 2, 1948) [69 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</p> <p>June 2017 Corporate Advisor, KYOWA EXEO CORPORATION (to present)</p> <p>[Significant concurrent position]</p> <p>Corporate Advisor, KYOWA EXEO CORPORATION</p> <p>[Position and responsibility at the Company]</p> <p>Outside Director</p> <p>Independent Director</p> <p>[Reason for nomination as a candidate for Outside Director]</p> <p>He attended all meetings of the Board of Directors held in the fiscal year ended March 31, 2018 (12 times) as an Independent Director (Outside Director). In addition, he has also been playing an active role as a committee member of the Nominating Committee in evaluating training plans for successors to top management and President & Representative Director. We expect him to make use of his experience as an executive manager in stock market listed companies to perform oversight duties from an objective viewpoint by sharing his opinions and advice from the perspective of shareholders, and thus nominate him for Outside Director. Mr. Kunio Ishikawa will have been in office for a total of five 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) [68 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 2012 Special Advisor, 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]</p> <p>Outside Director, NEC Networks & System Integration Corporation</p> <p>[Position and responsibility at the Company]</p> <p>Outside Director</p> <p>Independent Director</p> <p>[Reason for nomination as a candidate for Outside Director]</p> <p>He attended all meetings of the Board of Directors held in the fiscal year ended March 31, 2018 (12 times) as an Independent Director (Outside Director). In addition, he has been playing an active role as a committee member of the Remuneration Committee in the inquest of the remuneration system based on the medium-term management plan. We expect him to make use of his experience as an executive manager in stock market listed companies to perform oversight duties from an objective viewpoint by sharing his opinions and advice from the perspective of shareholders, and thus nominate him for Outside Director. Mr. Hisayoshi Fuwa will have been in office for a total of four years at the conclusion of this General Meeting of Shareholders.</p>	-

(Reference: Proposal 1)

[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.

[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 2: 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 ¥27.885 million to six 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 2)

[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.)