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(Stock Exchange Code 2760)
May 29, 2020

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 35TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to announce that we will hold the 35th Annual General Meeting of Shareholders of TOKYO ELECTRON DEVICE LIMITED (the “Company”). The meeting will be held as described below.

Considering the novel coronavirus disease (COVID-19) risk, we would like to ask our shareholders to refrain from attending the General Meeting of Shareholders as much as possible regardless of the health condition and request our shareholders to exercise voting rights in writing or through the Internet in advance. 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 16, 2020, Japan time.

- 1. Date and Time:** Wednesday, June 17, 2020 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 35th Fiscal Year (April 1, 2019 - March 31, 2020)
 2. Non-consolidated Financial Statements for the Company’s 35th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Election of Nine Corporate Directors
Proposal 2: Payment of Bonuses to Corporate Directors

1. **We may take precautionary measures to prevent diseases spreading at the General Meeting of Shareholders. We sincerely appreciate your understanding and corporation.**
2. **Any significant changes made in the holding and operating the General Meeting of Shareholders (such as the scheduled start time and the venue of the General Meeting of Shareholders) in light of future circumstances will be posted on the Company’s website*.**
3. 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.
4. 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: <https://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	Gender	Position	Years in office	Attendance at Board of Directors' meetings
1	Atsushi Tokushige	Male	President & Representative Director	13	100% (Nine out of nine meetings)
2	Masami Hasegawa	Male	Representative Director	5	100% (Nine out of nine meetings)
3	Yukio Saeki	Male	Corporate Director	5	100% (Nine out of nine meetings)
4	Akihiro Kamikogawa	Male	Corporate Director	7	100% (Nine out of nine meetings)
5	Kazuki Shinoda	Male	Corporate Director	3	100% (Nine out of nine meetings)
6	Tetsuo Tsuneishi	Male	Corporate Director	7	100% (Nine out of nine meetings)
7	Kunio Ishikawa (Outside Director) (Independent Director)	Male	Corporate Director	7	100% (Nine out of nine meetings)
8	Koichi Kawana (Outside Director) (Independent Director)	Male	Corporate Director	1	100% (Seven out of seven meetings)
9	Hiromi Onitsuka-Baur (Outside Director) (Independent Director)	Female	-	New candidate	-

(Notes)

- There are no special interests between each candidate for Corporate Director and the Company.
- Mr. Kunio Ishikawa, Mr. Koichi Kawana, and Ms. Hiromi Onitsuka-Baur are candidates for Outside Directors. Mr. Kunio Ishikawa and Mr. Koichi Kawana are also Independent Directors required by the Tokyo Stock Exchange and will continue to be the Independent Directors if reelected. Additionally, Ms. Hiromi Onitsuka-Baur meets the criteria for independence required by the Tokyo Stock Exchange and is expected to become an Independent Director, if elected as proposed.
- Mr. Koichi Kawana has been appointed as a Director at the 34th Annual General Meeting of Shareholders held on June 19, 2019, and the attendance at Board of Directors' meetings represents the number of the Board of Directors' meetings held after he assumed office.
- 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. Tetsuo Tsuneishi, Kunio Ishikawa, and Koichi Kawana and will renew the respective agreements if their reelection is approved. Additionally, if Ms. Hiromi Onitsuka-Baur is newly elected as proposed, the Company will enter into the said liability limitation agreement with her. 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) [56 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. (currently TOKYO ELECTRON DEVICE 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>	10,200
2	Masami Hasegawa (September 30, 1965) [54 years old]	<p>April 1986 Joined Tokyo Electron Limited</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</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</p> <p>June 2018 Executive Vice President of the Company (to present)</p> <p>July 2018 General Manager, Global Sales & Operations of the Company (to present)</p> <p>July 2018 General Manager, EC BU of the Company (to present)</p> <p>[Position and responsibility at the Company] Representative Director, Executive Vice President General Manager, Global Sales & Operations General Manager, EC BU</p> <p>[Reason for nomination as a candidate for Corporate Director] He serves in an important position in charge of the Electronic Components Business. In addition, since June 2016 he has been leading the management of the Group as Representative Director of the Company and making efforts to promote cross-sectional sales activities toward increasing revenues. 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>	7,200

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
3	Yukio Saeki (October 25, 1958) [61 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</p> <p>June 2016 Senior Director, Administration Department of the Company</p> <p>June 2018 Executive Vice President of the Company (to present)</p> <p>July 2018 General Manager, Corporate Administration Division of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Executive Vice President General Manager, Corporate Administration Division 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
4	Akihiro Kamikogawa (November 8, 1963) [56 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</p> <p>June 2016 Senior Vice President of the Company (to present)</p> <p>July 2018 General Manager, CN BU of the Company (to present)</p> <p>[Position and responsibility at the Company] Corporate Director, Senior Vice President General Manager, CN BU</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 medium- to long-term business performance, 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	Kazuki Shinoda (October 17, 1965) [54 years old]	<p>April 1988 Joined Tokyo Electron Limited</p> <p>June 2015 Vice President of the Company</p> <p>June 2017 CEO, inrevium AMERICA, INC. (currently TOKYO ELECTRON DEVICE AMERICA, INC.)</p> <p>June 2017 Corporate Director of the Company (to present)</p> <p>June 2017 President of inrevium Company</p> <p>June 2018 Senior Vice President of the Company (to present)</p> <p>July 2018 General Manager, PB BU of the Company (to present)</p> <p>[Position and responsibility at the Company]</p> <p>Corporate Director, Senior Vice President</p> <p>General Manager, PB BU</p> <p>In charge of Risk Management</p> <p>[Reason for nomination as a candidate for Corporate Director]</p> <p>He serves in an important position in charge of the private 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 and the contents of the remuneration of the President & Representative Director based on medium- to long-term business performance, 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>	5,000
6	Tetsuo Tsuneishi (November 24, 1952) [67 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 Board of Directors' meetings held in the fiscal year ended March 31, 2020 (9 times). In addition, he has also been playing an active role as a committee member of the Remuneration Committee in the inquest of a remuneration system and the contents of the remuneration of the President & Representative Director based on medium- to long-term business performance. 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>	-

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company shares held
7	<p>Kunio Ishikawa (September 2, 1948) [71 years old] (Outside Director) (Independent Director)</p>	<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] Corporate Advisor, 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 attended all Board of Directors' meetings held in the fiscal year ended March 31, 2019 (9 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 monitoring candidates for management executives for the next generation and evaluating a way to develop personnel for the future. 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. Mr. Kunio Ishikawa will have been in office for a total of seven 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
8	Koichi Kawana (April 23, 1958) [62 years old] (Outside Director) (Independent Director)	<p>April 1982 Joined JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>July 1997 General Manager, Abu Dhabi Office and Kuwait Office, Business Development Division, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>July 2001 General Manager, London Office, Marketing Department, No. 1 Project Division, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>August 2007 Executive Officer, General Manager, New Business Promotion Department, Global Marketing Division, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>July 2009 Managing Director, General Manager, Global Marketing Division, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>July 2010 Representative Director, Senior Executive Vice President, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>July 2011 Representative Director, President and Chief Operating Officer, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>June 2017 Director, Vice Chairman, JGC CORPORATION (currently JGC HOLDINGS CORPORATION)</p> <p>June 2018 Vice Chairman, JGC CORPORATION (currently JGC HOLDINGS CORPORATION) (Scheduled to resign from the position in June 2020)</p> <p>June 2019 Corporate Director of the Company (to present)</p> <p>June 2019 Outside Director, BANDAI NAMCO Holdings Inc. (to present)</p> <p>June 2019 Outside Director (Audit and Supervisory Committee Members), COMSYS Holdings Corporation (to present)</p> <p>[Significant concurrent position] Vice Chairman JGC HOLDINGS CORPORATION* Outside Director, BANDAI NAMCO Holdings Inc. Outside Director (Audit and Supervisory Committee Members), COMSYS Holdings Corporation Outside Director, RENOVIA Inc.**</p> <p>* Scheduled to resign from the position in June 2020. ** Scheduled to assume the position in June 2020.</p> <p>[Reason for nomination as a candidate for Outside Director] He attended all Board of Directors' meetings (7 times) held after he assumed office in June 2019 as Independent Director (Outside Director). In addition, he has also been playing an active role as a committee member of the Nominating Committee in monitoring candidates for management executives for the next generation and evaluating a way to develop personnel for the future. We expect him to make use of his experience as a corporate manager of a listed company, as well as broad knowledge from global perspective, 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. Mr. Koichi Kawana will have been in office for a total of one year 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	Hiromi Onitsuka- Baur (April 19, 1952) [68 years old] (New Candidate) (Outside Director) (Independent Director)	<p>April 1976 Joined Tokyo Shibaura Electric Co., Ltd. (currently TOSHIBA CORPORATION)</p> <p>April 2005 General Manager, Clinical Laboratory Systems Division, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)</p> <p>June 2009 Vice President, Chief Marketing Executive and General Manager, Clinical Laboratory Systems Division, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)</p> <p>April 2010 Vice President, Chief Marketing Executive and General Manager, Corporate Audit Department, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)</p> <p>June 2011 Temporary Advisor, Toshiba Medical Systems Corporation (currently CANON MEDICAL SYSTEMS CORPORATION)</p> <p>June 2012 Outside Audit and Supervisory Board Member, Yahoo Japan Corporation (currently Z Holdings Corporation)</p> <p>June 2015 Outside Director (Audit and Supervisory Committee Member), Yahoo Japan Corporation (currently Z Holdings Corporation) (to present)</p> <p>[Significant concurrent position] Outside Director (Audit and Supervisory Committee Member), Z Holdings Corporation</p> <p>[Reason for nomination as a candidate for Outside Director] We expect her to make use of her knowledge in the electronics and IT industries, as well as, her experience as Audit and Supervisory Board Member, and Outside Director (Audit and Supervisory Committee Member) in a stock market listed company, to provide her advice and opinions on the management of the Company from an objective viewpoint, and thus nominate her for Corporate Director.</p>	-

(Reference: Proposals 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 ¥56.076 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: Proposals 2)

[Policy and procedure for deciding remuneration for Corporate Directors]

Remuneration of Corporate Directors of the Company comprises “monthly fixed remuneration” and “performance-linked remuneration.”

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 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 based on net income attributable to owners of 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’s shares are delivered to Corporate Directors when they retire, in principal.)

Remuneration of Outside Directors and part-time Corporate Directors solely comprises “monthly fixed remuneration.”

[Remuneration system for Corporate Directors]

Monthly fixed remuneration	+	Performance-linked remuneration	
		Cash bonus	Performance-linked stock-based remuneration

*1 Performance-linked remuneration shall not exceed 5% of net income attributable to owners of parent.

*2 Proportion of cash bonus and the performance-linked stock-based remuneration set at roughly 2:1.

*3 Outside Directors and part-time Corporate Directors are not eligible.