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(Securities Code: 6737) May 31, 2018

To Our Shareholders:

Yoshitaka Jitsumori President & CEO EIZO Corporation 153 Shimokashiwano, Hakusan, Ishikawa, Japan

## NOTICE OF CONVOCATION OF THE 51ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support. You are hereby notified that the 51st Ordinary General Meeting of Shareholders of EIZO Corporation (the "Company") will be held as described below. You are respectfully requested to attend the meeting.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. In such case, please review the attached "Reference Documents for the General Meeting of Shareholders" and exercise your voting rights no later than 5:15 p.m. on Wednesday, June 20, 2018 (Japan time), following the guidance described below.

1.	Date and Time:	Thursday, June 21, 2018, at 10:00 a.m.	
		(The reception desk opens at 9:15 a.m.)	
2.	Place:	Concert Hall, 1st floor, Hakusan City Matto Learning Center (Hakusan-shi Matto Gakushu Center)	
		305, Furushiro-machi, Hakusan-shi, Ishikawa, Japan	
3.	Meeting Agenda:		
	Items to be reported:	<ol> <li>Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the Company's 51st Fiscal Year (April 1, 2017 - March 31, 2018)</li> <li>Non-consolidated Financial Statements for the Company's 51st Fiscal Year (April 1, 2017 - March 31, 2018)</li> </ol>	
	Item to be resolved:		
	Proposal 1:	Election of Three (3) Directors (excluding Directors serving as Audit and Supervisory Committee Members)	
	Proposal 2:	Election of Four (4) Directors serving as Audit and Supervisory Committee Members	

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Pursuant to laws and regulations, and the provisions of Article 16 of the Articles of Incorporation of the Company, of the documents to be attached to this Notice, "Consolidated Statement of Changes in Equity," "Notes to Consolidated Financial Statements," "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" are posted on the Company's website below and are not provided in this Notice.

Therefore, the documents attached to this Notice are a part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit and Supervisory Committee, in preparing their respective audit reports.

- If any revisions should be made to the Reference Documents for the General Meeting of Shareholders, Business Reports, Consolidated Financial Statements, and Non-consolidated Financial Statements, they will be posted on the Company's website, as mentioned below.
- An explanatory meeting will be held after the General Meeting of Shareholders to deepen shareholders' understanding of the Company's corporate strategy and business model. You are welcome to attend.
- After the General Meeting of Shareholders, the outcomes of resolutions will be posted on the Company's website below.

The Company's website (http://www.eizo.co.jp/ir/invitation/)

## **Exercise of Voting Rights:**

If you are unable to attend the meeting, you may exercise your voting rights through either of the methods described below.

#### Exercise of your voting rights in writing

Please indicate your votes for or against the proposal on the enclosed Voting Rights Exercise Form and return the form by mail so that it will arrive no later than 5:15 p.m. on Wednesday, June 20, 2018 (Japan time).

### Exercise of your voting rights via the Internet

Please access the website for exercising voting rights (https://www.web54.net) and enter your votes for or against the proposal no later than 5:15 p.m. on Wednesday, June 20, 2018 (Japan time).

If you exercise your voting rights both in writing and via the Internet, your vote via the Internet will be considered a valid exercise of voting rights. If you exercise your voting rights multiple times via the Internet, or if you exercise your voting rights both via PC and mobile devices, etc., only the most recent vote will be considered a valid exercise of voting rights.

# **Reference Documents for the General Meeting of Shareholders**

# Proposal 1: Election of Three (3) Directors (excluding Directors serving as Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the election of three (3) Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed. With respect to this proposal, the Company has already obtained the opinion of the Audit and Supervisory Committee that all of the candidates for Director are qualified to serve.

The candidates for Director (excluding Directors serving as Audit and Supervisory Committee Members) are as follows.

Candidate No.1	Career summary, positions and responsibilities at the Company (Significant concurrent positions)		
	May 1994	Executive Director	
	June 1995	*Senior Executive Director	
	June 1993 June 1997	*Executive Vice President	
	June 2001		
	June 2001	*President & CEO (to present)	
Name (Date of birth)	(Significant co	*Representative Director ncurrent positions)	
Yoshitaka Jitsumori (April 16, 1944)	EIZO MS Corporation, President & CEO		
(April 10, 17+7)	EIZO Support Network Corporation, President & CEO		
Reappointment	EIZO Medical Solutions Inc., President & CEO		
	Irem Software Engineering Inc., Director		
	EIZO Inc., Director, Chairman		
Number of shares of the	EIZO Nordic AB, Board Member		
Company held	EIZO AG, Präsident		
145,600 shares	EIZO Europe GmbH, President & CEO		
Attendance at the Board	[Reasons for the election of the candidate for Director]		
of Directors meetings 9 out of 9	As President & CEO, Mr. Yoshitaka Jitsumori has been overseeing the management of EIZO Group based on a wealth of experience, thereby contributing to its enhanced corporate value. He has demonstrated extensive knowledge and strong leadership in pursuing the Group's growth strategy and improving its business performance. He has been nominated as a candidate for Director because the Company expects that he will continue to contribute to the further growth of the Group by appropriately executing his duties and supervising corporate management as a Director.		

Candidate No.2	Career summary, positions and responsibilities at the Company (Significant concurrent positions)		
	March 1979	Joined the Company	
	April 2001	Senior Manager, Human Resources Dept.	
	April 2006	Operating Officer, Senior Manager, Human Resources Dept.	
	June 2007	Director, Operating Officer, Senior Manager, Human Resources Dept.	
Name (Date of birth) Yuichi Murai	October 2011	Director, Executive Operating Officer, Responsible for General Affairs and Human Resources, Senior Manager, General Affairs Dept.	
(August 25, 1956)	October 2014	Director, Executive Operating Officer,	
Reappointment		Senior Manager, General Affairs Dept. and Human Resources Dept.	
Number of shares of the	June 2016	Director, Senior Executive Operating Officer, Responsible for General Affairs and Human Resources, Senior Manager, Human Resources Dept. (to present)	
Company held	(Significant concurrent positions)		
10,168 shares	EIZO Agency Corporation, President & CEO		
	EIZO Display Technologies (Suzhou) Co., Ltd., Director		
Attendance at the Board	[Reasons for the election of the candidate for Director]		
of Directors meetings 9 out of 9	Mr. Yuichi Murai has been responsible for managing the Group based on a wealth of experience, thereby contributing to its enhanced corporate value. As a Director mainly responsible for administrative departments, he has been engaged in strengthening and promoting compliance. He has the high level of expertise and insights required to ensure appropriate and improved management. He has been nominated as a candidate for Director because the Company expects that he will continue to contribute to the further growth of the Group by appropriately executing his duties and supervising corporate management as a Director.		

Candidate No.3	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	
	December 1997	Senior Executive Director
	June 2001	*Senior Executive Director
Name (Date of birth)	June 2004	*Executive Vice President
Tsutomu Tanabe	August 2008	*Executive Vice President & CFO
(December 12, 1944)	June 2016	Director, Senior Advisor (to present)
Reappointment	(Significant concu	*Representative Director rrent positions)
Number of shares of the Company held 66,000 shares Attendance at the Board of Directors meetings 9 out of 9	[Reasons for the election of the candidate for Director] Mr. Tsutomu Tanabe has been responsible for managing the Group based on a wealth of experience as a Director, thereby contributing to its enhanced corporate value. He has provided appropriate opinions and proposals in order to help promote the future stability of the Group's businesses based, in particular, on a broad knowledge of accounting and finance. He has been nominated as a candidate for Director because the Company expects that he will continue to contribute to the further growth of the Group by fairly supervising its corporate management.	

Note: There are no special interests between any of the above candidates for Director and the Company.

## **Proposal 2: Election of Four (4) Directors serving as Audit and Supervisory Committee Members**

The terms of office of all four (4) Directors serving as Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the election of four (4) Directors serving as Audit and Supervisory Committee Members is proposed. With respect to this proposal, the Company has already obtained the consent of the Audit and Supervisory Committee.

The candidates for Director serving as Audit and Supervisory Committee Members are as follows.

Candidate No.1	Career summary, positions and responsibilities at the Company (Significant concurrent positions)		
	April 1971	Joined Nippon Kangyo Bank, Ltd. (Dai-Ichi Kangyo Bank, Ltd. as of October 1971, Mizuho Financial Group, Inc. currently)	
	June 1999	Dai-Ichi Kangyo Bank, Ltd., Director, Senior Manager, Sales Division VII	
Name (Date of birth)	May 2001	Managing Executive Officer	
Masaaki Suzuki (May 21, 1947)	April 2002	Mizuho Corporate Bank, Ltd., Managing Executive Officer	
	March 2003	Mizuho Bank, Ltd., Managing Executive Officer	
Reappointment External	November 2004	NIPPON TOCHI-TATEMONO Co., Ltd., Senior Managing Executive Officer	
Independent	June 2005	Hokuetsu Pulp Co., Ltd., Managing Director	
	June 2009	*Hokuetsu Package Co., Ltd., President & CEO	
	June 2011	NIPPON TOCHI-TATEMONO Co., Ltd., Counsellor	
Number of shares of the	June 2012	External Director of the Company	
Company held 900 shares	June 2016	External Director (serving as Audit and Supervisory Committee Members) of the Company (to present)	
		*Representative Director	
Attendance at the Board of Directors meetings 9 out of 9	(Significant concurrent positions) -		
Attendance at the Audit		election of the candidate for External Director serving as sory Committee Member]	
and Supervisory Committee meetings 9 out of 9	straight opinions at Company, based of and experience dev well as extensive k transparency of the External Director s because the Compa	ector, Mr. Masaaki Suzuki has offered his valuable and nd proposals on the decision-making processes of the n a wealth of experience acquired at a financial institution veloped in the management of business corporations, as nowledge, thereby contributing to the soundness and e management. He has been nominated as a candidate for serving as an Audit and Supervisory Committee Member any expects that he will continue to contribute to enhancing e of the Company by strengthening the effectiveness of its ight functions.	

Candidate No.2	Career summary, positions and responsibilities at the Company (Significant concurrent positions)		
	March 1982	Joined the Company	
	October 2002	Senior Manager, Accounting & Finance Dept.	
	July 2004	Senior Manager, General Affairs Dept.	
Name (Date of birth)	April 2007	Operating Officer, Senior Manager, General Affairs Dept.	
Kazuhiko Deminami (July 10, 1959)	April 2009	Senior General Councilor, Senior Manager, Internal Auditing Dept.	
Reappointment	October 2011	Operating Officer, Senior Manager, Accounting & Finance Dept.	
	January 2015	Irem Software Engineering Inc., Director, Senior Manager, Administrations Dept.	
Number of shares of the Company held	June 2016	Director serving as Audit and Supervisory Committee Members of the Company (to present)	
8,000 shares	(Significant concurrent positions)		
Attendance at the Board	-		
of Directors meetings 9 out of 9	[Reasons for the election of the candidate for Director serving as Audit and Supervisory Committee Member]		
Attendance at the Audit and Supervisory Committee meetings 9 out of 9	Mr. Kazuhiko Deminami has held positions as Senior Manager for General Affairs Dept. and Accounting & Finance Dept. and Director of a group company, and has executed the duties of a full-time Audit and Supervisory Committee Member fairly and appropriately, based on an extensive experience and high levels of expertise and insights in accounting and finance. He has been nominated as a candidate for Director serving as an Audit and Supervisory Committee Member because the Company expects that he will continue to contribute to enhancing the corporate value of the Company by strengthening the effectiveness of its management oversight functions.		

Candidate No.3	Career summary, positions and responsibilities at the Company (Significant concurrent positions)		
	April 1973	Joined Murata Manufacturing Co., Ltd.	
	July 2001	Vice President	
Name (Date of birth)	June 2003	Board Member, Vice President	
Atsushi Inoue	June 2005	Board Member, Executive Vice President	
(October 7, 1948)	June 2010	Board Member, Senior Executive Vice President	
Reappointment External	June 2011	Senior Executive Vice President, Director of Device Business Unit	
Independent	June 2012	Executive Counsellor	
	June 2012	External Corporate Auditor of the Company	
Number of shares of the	June 2016	External Director serving as Audit and Supervisory Committee Members of the Company (to present)	
Company held 0 shares	(Significant concurrent positions)		
	-		
Attendance at the Board of Directors meetings	[Reasons for the election of the candidate for External Director serving as Audit and Supervisory Committee Member]		
9 out of 9 Attendance at the Audit and Supervisory Committee meetings 9 out of 9	Mr. Atsushi Inoue has offered his valuable and straight opinions and proposals on the decision-making processes of the Company, based on a wealth of experience developed as a manager of a business corporation and extensive knowledge, thereby executing his duties as an External Director fairly and neutrally. He has been nominated as a candidate for External Director serving as an Audit and Supervisory Committee Member because the Company expects that he will continue to contribute to enhancing the corporate value of the Company by strengthening the effectiveness of its management oversight functions.		

Candidate No.4	Career summary, positions and responsibilities at the Company (Significant concurrent positions)		
	April 1981	Joined Hokuriku Bank, Ltd.	
	June 2013	Executive Officer, Deputy Head of Ishikawa Regional Business Division and General Manager of Kanazawa Branch	
Name (Date of birth) <b>Hiroji Takino</b> (June 20, 1958)	June 2016	Managing Executive Officer, Head of Fukui Regional Business Division and Head of Nagoya-Osaka Regional Business Division	
(June 20, 1958)	April 2018	Managing Executive Officer (to present)	
New appointment		Scheduled to retire in June 2018	
External	(Significant concurrent positions)		
Independent	Scheduled to be ap 2018	ppointed President & CEO* of Hokutate Co., Ltd. in June	
Number of shares of the		*Representative Director	
Company held 0 shares	[Reasons for the election of the candidate for External Director serving as Audit and Supervisory Committee Member]		
	serving as an A Company expects functions by refle	has been nominated as a candidate for External Director udit and Supervisory Committee Member because the that he will further strengthen its management oversight ecting his extensive experience acquired at a financial extensive knowledge to the management of the Group.	

Notes:

- 1. There are no special interests between any of the above candidates for Director serving as Audit and Supervisory Committee Member and the Company.
- 2. Mr. Hiroji Takino is a newly selected candidate for Director.
- 3. Mr. Masaaki Suzuki, Mr. Atsushi Inoue, and Mr. Hiroji Takino are all candidates for External Director.
- 4. Mr. Masaaki Suzuki is currently an External Director of the Company and will have held this position for six (6) years (for two (2) years as an External Director serving as an Audit and Supervisory Committee Member), at the conclusion of this General Meeting of Shareholders. Mr. Atsushi Inoue is also currently an External Director serving as an Audit and Supervisory Committee Member for two (2) years at the conclusion of this General Meeting of Shareholders. Mr. Atsushi Inoue is an officer other than a person executing business operations (Corporate Auditor).
- 5. The Company has entered into agreements, in accordance with the provision of Article 427, Paragraph 1, of the Companies Act, with Mr. Masaaki Suzuki and Mr. Atsushi Inoue, to limit their liabilities under Article 423, Paragraph 1, of the Companies Act. The maximum liability under these agreements is the minimum liability provided in laws and regulations. If Mr. Masaaki Suzuki and Mr. Atsushi Inoue are reappointed as External Directors, the Company will continue the aforementioned liability limitation agreements with them. The Company is scheduled to enter into a liability limitation agreement with Mr. Hiroji Takino if approval is given for him to be appointed as External Director.
- 6. The Company designated Mr. Masaaki Suzuki and Mr. Atsushi Inoue as Independent Directors as stipulated under the regulation of Tokyo Stock Exchange and registered them as such at the Exchange. If this proposal is approved, they will continue to be Independent Directors. Mr. Hiroji Takino also meets the requirements for an Independent Director in accordance with the regulation of Tokyo Stock Exchange, and the Company is scheduled to designate him as such at the Exchange if approval is given for Mr. Hiroji Takino to be appointed as External Director.
- 7. Mr. Masaaki Suzuki, Mr. Atsushi Inoue, and Mr. Hiroji Takino, all satisfy the requirements established by the Company under "Criteria for Independence of External Directors" (see next page).

### (Reference) Criteria for Independence of External Directors

- 1. The Board of Directors of EIZO Corporation deems an External Director or a candidate for External Director to have independence in the event that he/she does not fall under any of the items below in the current fiscal year and in the previous three (3) fiscal years.
  - (1) A person executing business operations (\*) of EIZO Group's business partner, its parent company, or important subsidiary whose transaction amount exceeds two (2) % of the consolidated net sales of EIZO Group or the business partner.
  - (2) A person executing business operations of a financial institution or other lenders, or its parent company or important subsidiary which is indispensable for EIZO Group's financing and on which the Group depends to the extent that there is no substitute.
  - (3) A consultant, accounting professional, or legal professional who has received from EIZO Group monetary consideration or other properties equivalent to ten (10) million yen or more during a year, excluding officers' remuneration (in case a corporation, association, or other organization receives such properties, a person who belongs to such organization).
  - (4) A person executing business operations of a major shareholder of EIZO Corporation (who holds ten (10) % or more of the voting rights of the Company directly or indirectly) or its parent company or important subsidiary.
  - (5) A representative partner, certified public accountant, partner, or employee of the audit firm that is the current Accounting Auditor of EIZO Group, or a person who has belonged to the audit firm that was the Accounting Auditor of EIZO Group during the previous three (3) fiscal years and was engaged in actual auditing work on EIZO Group.
  - (6) A person executing business operations or a Corporate Auditor of a company, or its parent company or subsidiary that accepts Directors from EIZO Group.
  - (7) A person who has received a donation of ten (10) million yen or more during a year from EIZO Group (in case a corporation, association, or other organization receives such donation, a Director of such an organization or a person directly involved in research, education, or other activities related to such a donation).
  - (8) A spouse or relative within the second degree of kinship of a person executing business operations who falls under any of (1) to (7) above.
  - (9) Notwithstanding the foregoing, any other person who has special grounds that could give rise to a conflict of interests with the Company or its general shareholders, preventing him/her from fulfilling duties as an independent External Director.
    - (\*) A person executing business operations means a Director (excluding an External Director), corporate officer, executive officer or other similar person, or employee.
- 2. In case an External Director ceases to have the independence stipulated in the Criteria, he/she shall notify the Company immediately.
- 3. Amendments to the Criteria shall be resolved by the Board of Directors.