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Securities code: 7537
June 7, 2016

To Our Shareholders:

Shoji Mizuno
CEO and Representative Director
MARUBUN CORPORATION
8-1, Nihonbashi Odenmachi, Chuo-ku,
Tokyo, Japan

Notice of the 69th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 69th Ordinary General Meeting of Shareholders (the “Meeting”) of MARUBUN CORPORATION (the “Company”) to be held as indicated below.

If you are unable to attend the Meeting, you may exercise your voting rights in writing or via the Internet. Please review the attached “Reference Documents for the General Meeting of Shareholders,” follow “Instructions Concerning the Exercise of Voting Rights” (page 3), indicate “approval” or “disapproval” for each of the proposals in the enclosed Voting Right Exercise Form, and return the form to us no later than 5:30 p.m., Monday, June 27, 2016 (Japan Standard Time), or enter “approval” or “disapproval” for each of the proposals on the website for exercising voting rights (the “Voting Website”) specified by the Company (<http://www.evotep.jp/>) no later than the above-mentioned deadline.

1. **Date and Time:** June 28, 2016 (Tuesday) at 10:00 a.m.
2. **Place:** Conference Hall, 4th floor of the Company’s Head Office
8-1, Nihonbashi Odenmachi, Chuo-ku, Tokyo, Japan
3. **Meeting Agenda:**
Report matters:
 1. The Business Report and the Consolidated Financial Statements for the 69th Fiscal Year (April 1, 2015 to March 31, 2016), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
 2. Non-consolidated Financial Statements for the 69th Fiscal Year (April 1, 2015 to March 31, 2016)

Resolution matters:

First proposal: Appropriation of surplus

Second proposal: Election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members)

Third proposal: Payment of final retirement benefits in accordance with the abolishment of the retirement benefit payment system for Directors

4. **Matters Determined for Convocation** Please refer to “Instructions Concerning the Exercise of Voting Rights” on page 3.

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- If you plan to attend the Meeting, please submit the enclosed Voting Right Exercise Form to the receptionist at the Meeting.
 - Reception is scheduled to start at 9:00 a.m. on the day of the Meeting.
 - Of documents to be attached to this Notice, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are posted on the website of the Company in accordance with laws and regulations, and the provision in Article 14 of the Company’s Articles of Incorporation. Therefore, they are not included in this Notice of the 69th Ordinary General Meeting of Shareholders.

Meanwhile, these documents are included in the Consolidated Financial Statements and Non-consolidated Financial Statements, both of which have been audited by Audit & Supervisory Committee to prepare an audit report and by Financial Auditor to prepare an accounting audit report, respectively.

- Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements will be posted on the Company's website. (URL: <http://www.marubun.co.jp/>)(Japanese only).

Instructions Concerning the Exercise of Voting Rights

The right to vote at the General Meeting of Shareholders is a key right for all shareholders. Please exercise your voting rights.

You may exercise your voting rights by the following three methods.

Exercise of voting rights by attendance at the General Meeting of Shareholders

Please submit the enclosed Voting Right Exercise Form to the receptionist on the day of the General Meeting of Shareholders. (No seal is needed.)

▶ Date and Time of the General Meeting of Shareholders: 10:00 a.m. on June 28, 2016 (Tuesday)

Exercise of voting rights by mailing of written documents

After considering the Reference Documents for the General Meeting of Shareholders below, please indicate your approval or disapproval on the enclosed Voting Right Exercise Form and send it back to us. (No postage is needed.)

▶ Arrival deadline for the exercise of voting rights by mailing of written documents: No later than 5:30 p.m. on June 27, 2016 (Monday)

Exercise of voting rights via the Internet

Please access the Voting Website (<http://www.evotep.jp/>) either through a personal computer, smartphone or mobile phone. At this site, you may indicate “approval” or “disapproval” for each of the proposals. Log in using the “Login ID” and “Temporary Password” printed on the Voting Right Exercise Form and then follow the instructions provided on screen so that you can exercise vote.

▶ Deadline for the exercise of voting rights via the Internet: No later than 5:30 p.m. on June 27, 2016 (Monday)

Electronic Voting Platform for Institutional Investors

Institutional investors may use the electronic voting rights exercise platform operated by ICJ Inc. as a mean to exercise voting rights electromagnetically.

Reference Documents for the General Meeting of Shareholders

First proposal: Appropriation of surplus

The Company decides dividends based on its basic policy of continued return of profits to its shareholders, while also placing emphasis on dividend payout ratio by employing performance-linked dividends in order to actively return profits according to its business performance. The Company decided the dividend amount for the fiscal year ended March 31, 2016, with a consolidated payout ratio of 30% or more as a target.

Based on this policy, the Company would like to propose the following as a year-end dividend for the 69th fiscal year:

(1) Type of dividend assets

Cash

(2) Distribution of dividend assets to shareholders and total amount of dividends

Payment of ¥18.00 per share of common shares (Total amount of dividends: ¥470,436,714)

The annual dividend amount, including the interim dividend, for the fiscal year ended March 31, 2016 will be ¥30.00 per share of common shares.

(3) Effective date of distribution of surplus

June 29, 2016

Second proposal: Election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members)

The terms of office of all Directors (excluding Directors serving as Audit & Supervisory Committee Members) will expire at the conclusion of this Meeting. Accordingly, the Company requests the election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members).

The candidates for Director (excluding Director serving as Audit & Supervisory Committee Member) are as follows.

Candidate No. 1	Shoji Mizuno		(February 28, 1955)	
<Career summary, positions and responsibilities>				
April 1977	Joined the Company	January 2012	Senior Executive Vice President and Representative Director	
June 1997	Vice President	June 2013	Chief Executive Officer and Representative Director (to present)	
April 2004	Senior Executive Vice President of Devices Company		In charge of Internal Audit Office (to present)	Reelection
March 2005	CEO and Representative Director of Marubun Semicon Corporation		In charge of Legal Dept. (to present)	
April 2008	Senior Vice President of the Company		In charge of Internal Control (to present)	Number of shares of the Company held 30,744 shares
June 2011	Executive Vice President and Representative Director	April 2014	In charge of Security Export Control (to present) General Manager of Devices & Systems Business Unit	Term of office as Director 19 years
<Significant concurrent positions>				
President, Marubun Research Promotion Foundation				
<Reasons for nominating as candidate for Director>				
<p>Mr. Shoji Mizuno has promoted the reinforcement of relationships with business partners and expansion of overseas business as a person in charge of the Electronic Devices business of the Company and CEO and Representative Director of a consolidated subsidiary. Furthermore, he has ample experience and achievements as a corporate manager, serving as Chief Executive Officer and Representative Director of the Company from 2013.</p> <p>The Company deems that he is adequate to serve as a person in charge of the direction of the Group's management aimed at the continuous growth and enhancement of corporate value over the medium- to long-term, and nominates him as a candidate for Director.</p>				

Candidate No. 2	Kazuaki Iwamoto (July 26, 1954)			
<Career summary, positions and responsibilities>				
July 2003	Director, The Bank of Tokyo-Mitsubishi, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	January 2012	In charge of Administration of Subsidiaries (to present)	
June 2006	Vice President of the Company	June 2012	In charge of Sales Business Administration Division	
April 2007	Senior Vice President, General Manager of Business Administration Div. (to present)		In charge of ICT Administration Division (to present)	Reelection
April 2010	Executive Vice President	April 2013	In charge of Internal Business Innovation Office	
June 2011	Executive Vice President and Representative Director	June 2013	Senior Executive Vice President and Representative Director (to present)	Number of shares of the Company held 13,000 shares
			In charge of General Affairs Div. (to present)	
			In charge of Business Administration Div. (to present)	Term of office as Director 10 years
<Significant concurrent positions>				
Vice President, Marubun Tsusho Co., Ltd. Vice President, Marubun Semicon Corporation				
<Reasons for nominating as candidate for Director>				
<p>Having served as a person in charge of the internal control as well as such departments and divisions as General Affairs, Human Recourses, Finance & Accounting, Corporate Planning and IT at the Company and group companies, Mr.Kazuaki Iwamoto has ample experience and achievements, including his initiatives for the group-wide enhancement of the internal control and corporate governance, serving as Senior Executive Vice President and Representative Director from 2013.</p> <p>The Company deems that he is adequate to serve as a person in charge of promotion of the overall business management of the Group and enhancement of the corporate governance and internal control, and therefore nominates him as a candidate for Director.</p>				

Candidate No. 3	Satoshi Fujino (January 22, 1964)	
<Career summary, positions and responsibilities>		
April 1986	Joined the Company	June 2007 Vice President of the Company
April 2001	COO of Marubun/Arrow (S) Pte Ltd.	January 2012 Senior Vice President (to present)
January 2002	COO of Marubun/Arrow (HK) Ltd.	June 2013 In charge of Business of Subsidiaries (to present)
April 2004	CEO of Marubun/Arrow Asia, Ltd. (to present)	April 2014 Deputy General Manager of Devices & Systems Business Unit
		April 2016 General Manager of Marketing Div. General Manager of Devices & Systems Business Unit (to present)
<Significant concurrent positions>		Reelection
CEO, Marubun/Arrow Asia, Ltd. Chairman, Marubun Taiwan, Inc. Vice President, Marubun Semicon Corporation		Number of shares of the Company held 6,000 shares
<Reasons for nominating as candidate for Director>		Term of office as Director 9 years
<p>Having long engaged in the overseas business of the Company, Mr. Satoshi Fujino has served as COO and CEO at overseas consolidated subsidiaries. After taking office as Vice President of the Company in 2007, he has accumulated broad experience and achievements being in charge of overall sales activities of the Group from 2013, while pursuing the reinforcement of relationships with business partners and expansion of the new businesses.</p> <p>The Company deems that he is adequate to promote the group-wide business strategy aimed at the reinforcement of its competitiveness, and therefore nominates him as a candidate for Director.</p>		

Candidate No. 4	Yasuo Komatsu (June 26, 1962)			
<Career summary, positions and responsibilities>				
April 1985	Joined the Company	April 2009	Director of Sales Dept. 1, Sales Operation Div. 1	New election
January 2005	COO of Marubun/Arrow (HK) Ltd.	April 2010	Vice President, General Manager of Sales and Marketing Div. of Marubun Semicon Corporation	
April 2006	Seconded to Marubun/Arrow (Shanghai) Co., Ltd.	April 2013	Officer and General Manager of Account Sales Operation Div. 1 of the Company	Number of shares of the Company held 8,000 shares
April 2007	Director of Sales Dept. 1, East Japan Operation Div. 1 of the Company	April 2016	Senior Vice President, KTL Corporation (to present)	Term of office as Director – years
<Significant concurrent positions>				
Senior Vice President, KTL Corporation				
<Reasons for nominating as candidate for Director>				
<p>Having long engaged in the Electronic Devices business of the Company as a person in charge of sales at subsidiaries in Japan and overseas, Mr. Yasuo Komatsu has accumulated ample experience and achievements, serving as an Officer from 2013 and heading sales departments and divisions in charge.</p> <p>The Company deems that he is adequate to serve as a person in charge of the enforcement of the base business, and therefore nominates him as a candidate for Director.</p>				

- (Notes) 1. Mr. Satoshi Fujino concurrently serves as CEO of Marubun/Arrow Asia, Ltd. and Chairman of Marubun Taiwan, Inc. The Company has purchase and sale transactions related to sales of electronics components, etc. with this company.
2. There are no conflicts of interest between the Company and any of the above candidates for Director other than that given above.

Third proposal: Payment of final retirement benefits in accordance with the abolishment of the retirement benefit payment system for Directors

In line with the review of the Director's remuneration system, the Company resolved to abolish the retirement benefit payment system for Directors at the conclusion of this Meeting at the meeting of the Board of Directors held on May 18, 2016.

Accordingly, the Company proposes to make a final retirement benefit payment based on terms of office of each Director equivalent to the retirement benefits that accrued up until the conclusion of this Meeting to Directors, Mr. Shoji Mizuno, Mr. Kazuaki Iwamoto and Mr. Satoshi Fujino, whose terms shall be extended subject to the approval of the second proposal, within the reasonable extent permitted in accordance with the prescribed standards of the Company. It is also proposed that, the timing of payment being upon retirement of each Director, determination as to specific monetary amounts, method of payment and other matters be left to the Board of Directors.

The careers of the Director, to whom the said payment shall be made, are summarized as follows:

Name	Career summary	
Shoji Mizuno	June 1997	Vice President of the Company
	April 2008	Senior Vice President
	June 2011	Executive Vice President and Representative Director
	January 2012	Senior Executive Vice President and Representative Director
	(to present)	June 2013 Chief Executive Officer and Representative Director
Kazuaki Iwamoto	June 2006	Vice President of the Company
	April 2007	Senior Vice President
	April 2010	Executive Vice President
	June 2011	Executive Vice President and Representative Director
	(to present)	June 2013 Senior Executive Vice President and Representative Director
Satoshi Fujino	June 2007	Vice President of the Company
	(to present)	January 2012 Senior Vice President