

(Translation)

The following is an English translation of the Japanese original of the Notice of the Resolutions of the 69th Ordinary General Meeting of Shareholders of Minebea Co., Ltd.
The Company provides this translation for your reference and convenience only and without any guarantee as to its accuracy or otherwise.

Securities Code 6479

June 26, 2015

To the Shareholders

4106-73, Oaza Miyota, Miyota-machi,
Kitasaku-gun, Nagano Prefecture

Minebea Co., Ltd.
Yoshihisa Kainuma
Representative Director

Notice of the Resolutions of the 69th Ordinary General Meeting of Shareholders

We are pleased to notify our shareholders that the following matters were reported and resolved at the 69th Ordinary General Meeting of Shareholders of Minebea Co., Ltd. (“Company”) (hereinafter the “Meeting”) held on June 26, 2015.

Matters reported:

- 1) The Business Report, the Consolidated Financial Statements for the 69th business year (April 1, 2014 to March 31, 2015), and the Audit Report on the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors were reported at the Meeting.
- 2) The Non-Consolidated Financial Statements for the 69th business year (April 1, 2014 to March 31, 2015) were reported at the Meeting.

Matters voted on and resolved:

First Proposal: Appropriation of Surplus

The first proposal was approved as originally proposed, and it was resolved that the amount of the year-end dividends of the 69th business period would be ¥6 per share.

Second Proposal: Partial Amendments to the Articles of Incorporation

The second proposal was approved as originally proposed.

Major amendments made were as follows.

- (1) The purpose was partially amended in order to reflect the situation in which Minebea’s businesses are diversifying.
- (2) The term of office of Directors was shortened from two years to one year in order to clarify the management responsibility of Directors and build a management organization that will enable the Company to respond swiftly to changes in the business environment.
- (3) Necessary amendments were made in association with the enforcement on May 1, 2015 of the Act for Partial Amendment of the Companies Act (Act No. 90 of 2014), which allows companies to conclude an agreement limiting liability with a Director who is not an Executive Director, etc. and a Corporate Auditor who is not an Outside Corporate Auditor.
- (4) In accordance with Article 459, Paragraph 1 of the Companies Act, provisions were newly established to the Articles of Incorporation so that the surplus may be distributed by a resolution of the Board of Directors in order to ensure agile capital and dividend policies, and other necessary amendments in association with this were made.
- (5) In addition to the above, the article numbers were revised due to the establishment and deletion of provisions.

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Third Proposal: Election of Ten (10) Directors

With respect to this proposal, the following ten (10) Directors were elected as originally proposed and have assumed office:

Messrs. Yoshihisa Kainuma, Hiroharu Katogi, Hiroyuki Yajima, Hirotaka Fujita, Daishiro Konomi and Tamio Uchibori (reelected), Ryoza Iwaya and Shigeru None (newly elected), Kohshi Murakami and Takashi Matsuoka (reelected).

Messrs. Kohshi Murakami and Takashi Matsuoka are Outside Directors.

Fourth Proposal: Election of Three (3) Corporate Auditors

With respect to this proposal, the following three (3) Corporate Auditors were elected as originally proposed and have assumed office:

Messrs. Kazunari Shimizu and Kazuyoshi Tokimaru (newly elected), and Hisayoshi Rikuna (reelected).

Messrs. Kazuyoshi Tokimaru and Hisayoshi Rikuna are Outside Corporate Auditors.

Fifth Proposal: Amendment of Remuneration for Directors

The fifth proposal was approved as originally proposed, and it was resolved that the amount of remuneration for Directors would be within one billion yen a year, in which the portion for Outside Directors is within 50 million yen a year. Salary for the employee portion of a director-employee shall be excluded from the amount of remuneration for Directors as before.

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Notice

At the meeting of the Board of Directors held after the Meeting, the following person was elected as Representative Director and has assumed office.

Representative Director Yoshihisa Kainuma

In addition, the following Executive Officers were elected at this meeting of the Board of Directors and have assumed office.

President and Chief Executive Officer*	Yoshihisa Kainuma
Vice President Executive Officer*	Hiroharu Katogi
Senior Managing Executive Officer*	Hiroyuki Yajima
Senior Managing Executive Officer*	Hiroataka Fujita
Senior Managing Executive Officer*	Daishiro Konomi
Senior Managing Executive Officer*	Tamio Uchibori
Senior Managing Executive Officer*	Ryozo Iwaya
Managing Executive Officer*	Shigeru None
Managing Executive Officer	Masayuki Imanaka
Managing Executive Officer	Takashi Aiba
Managing Executive Officer	Shuji Uehara
Managing Executive Officer	Hiromi Yoda
Managing Executive Officer	Tatsuo Matsuda
Managing Executive Officer	Tetsuya Tsuruta
Managing Executive Officer	Michiya Kagami
Managing Executive Officer	Hiroshi Yoshikawa
Executive Officer	Hiroyuki Akatsu
Executive Officer	Koichi Takeshita
Executive Officer	Kazunori Sawayama
Executive Officer	Toru Narita
Executive Officer	Koichiro Kojima
Executive Officer	Michihiro Tame
Executive Officer	Atsushi Shiraishi
Executive Officer	Toshiro Ogata
Executive Officer	Shigenori Hoya
Executive Officer	Takaaki Asawa
Executive Officer	Katsuhiko Kurosawa
Executive Officer	Haruki Kato
Executive Officer	Shinichi Yamamura
Executive Officer	Satoshi Yoneda
Executive Officer	Katsuhiko Yoshida
Executive Officer	Joerg Hoffmann
Executive Officer	Daniel J. Lemieux
Executive Officer	Shuji Kobayashi
Executive Officer	Koichiro Komiya
Executive Officer	Kazuo Misumi
Executive Officer	Takuya Sato
Executive Officer	Osamu Nakamura

(*Directors)

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Payment of dividend

The year-end dividends for the 69th Business Year will be paid by the enclosed “Year-End Dividend Warrant.” Please take this Warrant to any office or post office of Japan Post Bank and Japan Post Network (banking agency) within the specified payment period (from June 29, 2015 to July 31, 2015) to receive your dividends.

For those who have designated a transfer account(s), we have enclosed forms of “Statement of Dividends” and “Where to Transfer” for confirmation.

(With respect to where to transfer dividends in the case you have chosen the method of share number pro-rata distribution in plural securities company accounts, please ask the securities company with which you deal about it.)

Please note that the enclosed “Statement of Dividend” can be used as attached material when you file a final tax return.