

June 27, 2002

To the Shareholders

4106-73, Oaza Miyota, Miyota-machi,
Kitasaku-gun, Nagano
Minebea Co., Ltd.
Tsugio Yamamoto
President and Representative Director

Notice of the Resolutions Made at the 56th Ordinary General Meeting of Shareholders

We are pleased to notify our shareholders that the proposed items were presented and resolved as follows at Minebea's 56th Ordinary General Meeting of Shareholders ("the Meeting") held on June 27, 2002.

Matters reported:

The Balance Sheet as of March 31, 2002, the Business Report and the Profit and Loss Statement for the 56th Business Term (beginning April 1, 2001 and ending March 31, 2002) were reported at the Meeting.

Matters voted on and resolved:

First proposal:

Approval of the appropriation of unappropriated retained earnings for the 56th Business Term.

This first proposal was approved as originally proposed, and it was resolved that the amount of dividend be 7 yen per share.

Second proposal:

Partial revision of the Articles of Incorporation.

This second proposal was approved as originally proposed.

(Underlines indicate the revised text.)

Before Revision	After Revision
CHAPTER II SHARES	CHAPTER II SHARES
Article 6. <u>(Par Value of Shares and Number of Shares Constituting One Unit of Shares)</u>	Article 6. <u>(Number of Shares Constituting One Unit of Shares; Non-issuance of a Share Certificate Representing Shares of Less Than One Unit)</u>
<u>The par value of par value shares to be issued by the Company shall be fifty yen (¥50) per share.</u>	(Deleted)
One thousand (1,000) shares of the Company shall constitute <u>one unit of shares</u> *.	One thousand (1,000) shares of the Company shall constitute <u>one unit of shares</u> *.
(New)	<u>The Company will not issue a share certificate representing any number of shares of less than one unit (hereinafter referred to as "less-than-one-unit shares").</u>

<p>Article 7. (Transfer Agent)</p> <p>The Company shall have a transfer agent concerning shares. The transfer agent and its business handling place shall be determined by a resolution of the Board of Directors.</p> <p>The register of shareholders and the register of beneficial shareholders of the Company shall be kept at the business handling place of the transfer agent, and the registration of transfer of shares, receipt of notices of beneficial shareholders, registration of pledges, indication of trust property, delivery of share certificates, receipt of notifications, handling of demand compelling purchase of <u>shares falling short of one unit of shares</u>, and other business connected with the shares shall be handled by the transfer agent and not by the Company.</p> <p>Article 8. (Share Handling Regulation)</p> <p>The kind of share certificates of the Company and the procedures and fees relating to the registration of transfer of shares, receipt of notices of beneficial shareholders, handling of demand compelling purchase of shares falling short of one <u>unit</u>* of shares, and other business connected with the shares shall be in accordance with the share handling regulation as established by the Board of Directors.</p> <p>Article 9. (Record Date)</p> <p>Shareholders entered on the register of shareholders (including beneficial shareholders entered on the register of beneficial shareholders; hereinafter the same) as of each date for the settlement of accounts shall be deemed to be the shareholders entitled to vote at the ordinary general meeting of shareholders pertaining to such date for settlement of accounts.</p> <p>In addition to the preceding paragraph, in case of necessity, the Company may, by a resolution of the Board of Directors and giving prior public notice, deem that shareholders or registered pledgees entered on the register of shareholders as of a specified date be those entitled to exercise their rights.</p> <p style="text-align: center;">CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Article 12. (Exercise of Voting Rights by Proxy)</p> <p>A shareholder may exercise his voting right through a proxy who is a shareholder of the Company entitled to vote; provided, however, that the proxy shall file with the Company a document establishing his power of representation.</p>	<p>Article 7. (Transfer Agent)</p> <p>The Company shall have a transfer agent concerning shares. The transfer agent and its business handling place shall be determined by a resolution of the Board of Directors.</p> <p>The register of shareholders and the register of beneficial shareholders of the Company shall be kept at the business handling place of the transfer agent, and the registration of transfer of shares, receipt of notices of beneficial shareholders, registration of pledges, indication of trust property, delivery of share certificates, receipt of notifications, handling of demand compelling purchase of <u>less-than-one-unit shares</u>, and other business connected with the shares shall be handled by the transfer agent and not by the Company</p> <p>Article 8. (Share Handling Regulation)</p> <p>The kind of share certificates of the Company and the procedures and fees relating to the registration of transfer of shares, receipt of notices of beneficial shareholders, handling of demand compelling purchase of shares falling short of one <u>unit</u>* of shares, and other business connected with the shares shall be in accordance with the share handling regulation as established by the Board of Directors.</p> <p>Article 9. (Record Date)</p> <p>Shareholders entered on <u>or recorded in</u> the register of shareholders (including beneficial shareholders entered on <u>or recorded in</u> the register of beneficial shareholders; hereinafter the same) as of each date for the settlement of accounts shall be deemed to be the shareholders entitled to vote at the ordinary general meeting of shareholders pertaining to such date for settlement of accounts.</p> <p>In addition to the preceding paragraph, in case of necessity, the Company may, by a resolution of the Board of Directors and giving prior public notice, deem that shareholders or registered pledgees entered on <u>or recorded in</u> the register of shareholders as of a specified date be those entitled to exercise their rights.</p> <p style="text-align: center;">CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS</p> <p>Article 12. (Exercise of Voting Rights by Proxy)</p> <p>A shareholder may exercise his voting right through a proxy who is a shareholder of the Company entitled to vote; provided, however, that <u>the shareholder or</u> the proxy shall file with the Company a document establishing his power of representation.</p>
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<p style="text-align: center;">CHAPTER VI DIRECTORS AND THE BOARD OF DIRECTORS</p> <p>Article 15. (Election of Directors)</p> <p>Directors shall be elected at a general meeting of shareholders attended by the shareholders <u>who hold shares representing one-third (1/3) or more of the total number of the issued shares.</u></p> <p>No cumulative voting shall be used for the election of Directors.</p>	<p style="text-align: center;">CHAPTER VI DIRECTORS AND THE BOARD OF DIRECTORS</p> <p>Article 15. (Election of Directors)</p> <p>Directors shall be elected at a general meeting of shareholders attended by the shareholders <u>who hold shares representing one-third (1/3) or more of the total number of the voting rights.</u></p> <p>No cumulative voting shall be used for the election of Directors.</p>
<p style="text-align: center;">CHAPTER V CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS</p> <p>Article 25. (Election of Corporate Auditors)</p> <p>Corporate Auditors shall be elected at a general meeting of shareholders attended by the shareholders <u>who hold shares representing one-third (1/3) or more of the total number of the issued shares.</u></p> <p>Article 26. (Term of Office of Corporate Auditors)</p> <p>The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders pertaining to the last settlement of accounts <u>within three (3) years</u> after their assumption of office.</p> <p>The term of office of a Corporate Auditor elected to fill a vacancy shall be the same as the remaining term of office of the retiring Corporate Auditor.</p>	<p style="text-align: center;">CHAPTER V CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS</p> <p>Article 25. (Election of Corporate Auditors)</p> <p>Corporate Auditors shall be elected at a general meeting of shareholders attended by the shareholders <u>who hold shares representing one-third (1/3) or more of the total number of the voting rights.</u></p> <p>Article 26. (Term of Office of Corporate Auditors)</p> <p>The term of office of Corporate Auditors shall expire at the close of the ordinary general meeting of shareholders pertaining to the last settlement of accounts <u>within four (4) years</u> after their assumption of office.</p> <p>The term of office of a Corporate Auditor elected to fill a vacancy shall be the same as the remaining term of office of the retiring Corporate Auditor.</p>
<p style="text-align: center;">CHAPTER VI ACCOUNTS</p> <p>Article 33. (Dividends)</p> <p>Dividends shall be paid to the shareholders or registered pledgees entered on the register of shareholders as of each date for the settlement of accounts.</p> <p>The first payment of dividends on the shares issued upon conversion of convertible notes or bonds shall be made as if the conversion had been made at the end of the business year immediately preceding the business year during which the conversion was actually made.</p> <p>However, if a dividend remains unreceived after the expiry of three (3) years from the date of commencement of payment thereof, the dividend shall revert to the Company.</p>	<p style="text-align: center;">CHAPTER VI ACCOUNTS</p> <p>Article 33. (Dividends)</p> <p>Dividends shall be paid to the shareholders or registered pledgees entered on <u>or recorded in</u> the register of shareholders as of each date for the settlement of accounts.</p> <p>The first payment of dividends on the shares issued upon conversion of convertible notes or bonds shall be made as if the conversion had been made at the end of the business year immediately preceding the business year during which the conversion was actually made.</p> <p>However, if a dividend remains unreceived after the expiry of three (3) years from the date of commencement of payment thereof, the dividend shall revert to the Company.</p>

(*) The amendment to the Japanese Commercial Code from the old unit (*tan-i*) share system to the new

unit (*tangen*) share system loosened restrictions on the number of shares which can comprise one unit. However, in the English text of the Articles of Incorporation, the modification from the old unit to the new unit need not be reflected.

Payment of dividend

The dividend for the 56th business term will be paid on and after June 28, 2002. The payment may be received either by postal transfer or by bank transfer.

For those who have chosen postal transfer, please receive your dividend at a post office by submitting the enclosed "Payment by Postal Transfer Form."

For those who have chosen bank transfer, please check the remittance of your dividend shown on the enclosed "Statement for Payment of Dividend for the 56th Business Term" and "Notice of Remittance to Your Bank Account."