

(Translation)

The following is an English translation of the Notice of the Resolutions Made at the 57th Ordinary General Meeting of Shareholders of Minebea Co., Ltd.
The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

June 27, 2003

To the Shareholders

4106-73, Oaza Miyota, Miyota-machi,
Kitasaku-gun, Nagano Prefecture
MINEBEA CO., LTD.
Tsugio Yamamoto
Representative Director

Notice of the Resolutions Made at the 57th Ordinary General Meeting of Shareholders

We are pleased to notify our shareholders that the proposed items were presented and resolved as follows at the Company's 57th Ordinary General Meeting of Shareholders (hereafter the "Meeting") held on June 27, 2003.

Matters reported:

The Balance Sheet as of March 31, 2003, the Business Report and the Profit and Loss Statement for the 57th Business Term (began on April 1, 2002 and ended on March 31, 2003) were reported at the Meeting.

Matters voted on and resolved:

First proposal:

Approval of the proposed appropriation of unappropriated retained earnings for the 57th 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.

Details of the revision are shown in the Table of Revisions on the following pages.

Third proposal:

Election of Ten Directors

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

Messrs. Tsugio Yamamoto, Yoshihisa Kainuma, Takayuki Yamagishi, Rikuro Obara, Ryusuke Mizukami, Kenji Senoue, Tosei Takenaka, Koichi Dosho, Atsushi Matsuoka, Chanchai Leetavorn (all of them reelected)

Messrs. Atsushi Matsuoka and Chanchai Leetavorn are the independent Directors as are provided in Article 188 paragraph 2 item (7)-2 of the Commercial Code.

Fourth proposal:

Election of Three Corporate Auditors

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

Messrs. Shinichi Mori, Yoshinori Amano (both reelected), Isao Hiraide (newly elected)

Mr. Isao Hiraide is an external Corporate Auditor as required under paragraph 1 of Article 18 of the Law For Special Exceptions to the Commercial Code concerning Audit etc., of Corporations.

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Fifth proposal:

Payment of Retirement Allowances to the Retiring Directors and Corporate Auditor

With regard to this proposal, it was approved as originally proposed that the Company grant Messrs. Masahito Saigusa and Tomeshiro Takeuchi, retiring Directors; and Mr. Toshiro Uchida, a retiring Corporate Auditor; and also Messrs. Takashi Yamaguchi, Tomihiro Maruta, Sadao Sawamura, Akihiro Hirao, Sadahiko Oki, Takuya Naka, Yukio Shimizu, Masayoshi Yamanaka, Shunji Mase, Hiroharu Katogi, Susumu Fujisawa, Masamitsu Osada and Akio Okamiya, who are retiring from Directors and taking the Offices of Executive Officers, Retirement Allowances within the appropriate range of amount and in accordance with the Company regulations, and that specific amounts of Retirement Allowances as well as the timing and method of presentation, etc., be left to the discretion of the Board of Directors and the deliberation of Corporate Auditors, respectively.

Sixth proposal:

Amendment to Remuneration for Directors

This proposal was approved as originally proposed, and it was resolved that the maximum amount of remuneration for Directors be 25 million yen per month.

Table of Revisions

(Underlines indicate the revised text.)

| Before Revision | After Revision |
|--|--|
| CHAPTER I GENERAL PROVISIONS | CHAPTER I GENERAL PROVISIONS |
| Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses : | Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses : |
| 1. Manufacture, sale, export and import of the following : | 1. Manufacture, sale, export and import of the following : |
| (1) steel balls and ball and other type bearings; | (1) steel balls and ball and other type bearings; |
| (2) electric rotating components, control devices and gear trains; | (2) electric rotating components, control devices and gear trains; |
| (3) semiconductor elements, electronic devices and precision machinery; | (3) semiconductor elements, electronic devices and precision machinery; |
| (4) equipment loaded on aircraft or flight object, parts, components and materials thereof or therefor, and machinery and equipment related thereto; | (4) equipment loaded on aircraft or flight object, parts, components and materials thereof or therefor, and machinery and equipment related thereto; |
| <u>(5) welding machinery;</u> | (Deleted) |
| <u>(6) medical instruments and apparatus for medical use;</u> | <u>(5) medical instruments and apparatus for medical use;</u> |
| <u>(7) electronic sound instruments;</u> | <u>(6) electronic sound instruments;</u> |
| <u>(8) fasteners and metal products and jigs related thereto;</u> | <u>(7) fasteners and metal products and jigs related thereto;</u> |
| <u>(9) ordinary and special steel wires and steel bars and rods;</u> | <u>(8) ordinary and special steel wires and steel bars and rods;</u> |
| <u>(10) fire-treated products, handguns and other firearms;</u> | <u>(9) fire-treated products, handguns and other firearms;</u> |
| <u>(11) measuring equipment for civil engineering use;</u> | <u>(10) measuring equipment for civil engineering use;</u> |
| <u>(12) household electric appliances, electric machinery and equipment, industrial machinery and equipment, machinery and equipment related thereto, machinery and equipment for vehicle applications, and scientific and chemical equipment and instruments;</u> | <u>(11) household electric appliances, electric machinery and equipment, industrial machinery and equipment, machinery and equipment related thereto, machinery and equipment for vehicle applications, and scientific and chemical equipment and instruments;</u> |
| <u>(13) wheels and other important parts for motor vehicles;</u> | <u>(12) wheels and other important parts for motor vehicles;</u> |
| <u>(14) non-ferrous metal die casting;</u> | <u>(13) non-ferrous metal die casting;</u> |
| <u>(15) furniture, room interior, artistic handicrafts and interior decorations;</u> | (Deleted) |
| <u>(16) parking facilities and parts thereof; and</u> | <u>(14) parking facilities and parts thereof; and</u> |
| <u>(17) machinery, equipment, parts and components required for the manufacture of any of the foregoing products;</u> | <u>(15) machinery, equipment, parts and components required for the manufacture of any of the foregoing products;</u> |
| 2. Consulting for various measuring operations, electric works, and engineering and supervision; | 2. Consulting for various measuring operations, electric works, and engineering and supervision; |

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| <p>3. Heat treating and surface treating; 4. Sheet metal processing and pressing; 5. <u>Sale of the following:</u> (1) <u>cosmetics, pharmaceuticals, quasi-pharmaceuticals and sporting goods;</u> (2) <u>footwear, sundry goods for everyday use, furniture and decorations;</u> (3) <u>educational equipment and books; and</u> (4) <u>liquors and cooling and other beverages;</u> 6. <u>Manufacture, processing and sale of Japanese wear, western wear and bedding;</u> 7. <u>Processing and sale of clocks and watches, precious metals, precious stones, fur products and various other adornments;</u> 8. <u>Leasing of products set forth in item 1.(12) above, furniture and decorations;</u> 9. <u>Purchase, sale, leasing, brokerage and management of real estate;</u> 10. <u>Money-lending;</u> 11. <u>Operation of wedding halls, dressing and cooking schools, lunchrooms and restaurants;</u> 12. <u>Soliciting subscriptions for life insurance and non-life insurance agency;</u> 13. <u>Export and import, export and import agency business, and sale of the following:</u> (1) <u>flowers, seeds, saplings, vegetables, fruits, trees and garden plants;</u> (2) <u>swine and other animals, skin and internal organs thereof, and various kinds of food;</u> (3) <u>pet animals, equipment for breeding them, and feed; and</u> (4) <u>prefabricated houses;</u> 14. <u>Export and import, export and import agency business, manufacture and sale of feed for livestock and marine products industry, and equipment for breeding livestock and marine products industry;</u> 15. <u>Consulting services relating to livestock business;</u> 16. <u>Any and all other business incidental or relating to any of the foregoing; and</u> 17. <u>Securities investment.</u></p> <p style="text-align: center;">CHAPTER II. SHARES</p> <p>(New)</p> <p>Article 7. (Transfer Agent) 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. The register of shareholders <u>and</u> the register of beneficial shareholders of the Company shall be kept at the business handling place of the transfer agent, and the registration of</p> | <p>3. Heat treating and surface treating; 4. Sheet metal processing and pressing; (Deleted) (Deleted) (Deleted) (Deleted) (Deleted) 5. <u>Purchase, sale, leasing, brokerage and management of real estate;</u> 6. <u>Money-lending;</u> (Deleted) (Deleted) (Deleted) (Deleted) (Deleted) 7. <u>Any and all other business incidental or relating to any of the foregoing; and</u> 8. <u>Securities investment.</u></p> <p style="text-align: center;">CHAPTER II. SHARES</p> <p><u>Article 7. (Claim for Additional Purchase of the Shares less Than One Unit)</u> <u>A shareholder (Including beneficial shareholder entered on or recorded in the register of beneficial shareholders; hereinafter the same) who owns such shares as their number counts less than one unit shall be entitled to claim to the Company to sell the number of shares that becomes one unit if added with such shares less than one unit now in hand.</u></p> <p>Article 8. (Transfer Agent) 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. The register of shareholders, <u>the register of beneficial shareholders of the Company and registry of loss of share certificates</u> shall be kept at the business handling place of the</p> |
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transfer of shares, receipt of notices of beneficial shareholders, registration of pledges, indications of trust property, delivery of the share certificates, receipt of notifications, handling request of purchase of shares falling short of one unit of shares, and other business connected with the shares shall be handled by the transfer agent and not by the Company.

Article 8. (Share Handling Regulation)

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 request of purchase of shares falling short of one unit 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.

Article 9. (Record date)

Shareholders entered on or recorded in 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.

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 pledges entered on the register of shareholders as of a specified date be those entitled to exercise their rights.

CHAPTER III.
GENERAL MEETINGS OF SHAREHOLDERS

Article 10. (Time of Convening of General Meetings of Shareholders)

An ordinary general meeting of shareholders shall be convened every June and extraordinary general meetings of shareholders shall be convened whenever need arises.

(New)

Article 11. (Chairman at General Meetings of Shareholders)

Chairmanship at general meetings of shareholders shall be assumed by the President, or in case the office of President is vacant or he/she is unable to act, then by another Director in the order previously determined by the Board of Directors.

transfer agent, and the registration of transfer of shares, receipt of notices of beneficial shareholders, handling request of purchase of shares falling short of one unit of shares, sales of the number of shares that becomes one unit if added with such shares less than one unit now in hand and other business connected with the shares shall be handled by the transfer agent and not by the Company

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Shareholders entered on or recorded in the register of shareholders 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.

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 pledges entered on the register of shareholders as of a specified date be those entitled to exercise their rights.

CHAPTER III.
GENERAL MEETINGS OF SHAREHOLDERS

Article 11. (Time and Place of General Meetings of Shareholders)

An ordinary general meeting of shareholders shall be convened every June and extraordinary general meetings of shareholders shall be convened whenever need arises.

General meeting of shareholders of the Company shall be held at the place where the Company has its head office, or in its adjoining location, or within the wards of Tokyo.

Article 12. (Chairman at General Meetings of Shareholders)

Chairmanship at general meetings of shareholders shall be assumed by the Representative Director, or in case more than one person are elected as the Representative Director, then it may be convened by Representative Director in the order previously determined by the Board of Directors, and the office of Representative Director is vacant or he/she is unable to act, then by another Director in the order previously determined by the Board of Directors.

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| <p>Article <u>12</u>. (Exercise of Voting Rights by Proxy)</p> <p>Article <u>13</u>. (Method of Resolutions) Unless otherwise provided by law or orders, a resolution of the general meeting of shareholders shall be adopted by a majority of the votes of shareholders present. (New)</p> <p style="text-align: center;">CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS</p> <p>Article <u>14</u>. (Number of Directors) The Company shall have not more than thirty-five(<u>35</u>) Directors.</p> <p>Article <u>15</u>. (Election of Directors)</p> <p>Article <u>16</u>. (Representative Directors and Executive Directors) By a resolution of the Board of Directors, there shall be elected a Representative Director or Representative Directors. By a resolution of the Board of Directors, there may be elected one (1) Chairman of the Board of Directors, one (1) Vice Chairman of the Board of Directors, <u>one (1) President/Director, one (1) or more Vice Presidents/Directors, one (1) or more Senior Managing Directors and one (1) or more Managing Directors.</u></p> <p>Article <u>17</u>. (Duties of Directors) The Chairman of the Board of Directors shall preside over the principal features of business and the Vice Chairman of the Board of Directors shall assist the Chairman of the Board of Directors. <u>The President/Director shall execute resolutions of the Board of Directors and control the overall business of the Company. The Vice President(s)/Director(s), Senior Managing Director(s) and Managing Director(s) shall manage daily business of the Company, assisting the President/Director.</u> In case the Chairman of the Board of Directors is unable to act, the Vice Chairman of the Board of Directors shall preside over the principal features of business. In case the <u>President/Director</u> is unable to act, another Director shall, in the order previously determined by the Board of Directors, <u>control the overall business of the Company in his/her place.</u></p> <p>Article <u>18</u>. (Term of Office of Directors)</p> <p>Article <u>19</u>. (Remuneration of Directors)</p> | <p>Article <u>13</u>. (Exercise of Voting Rights by Proxy) Not amended</p> <p>Article <u>14</u>. (Method of Resolutions) Unless otherwise provided by law or orders, a resolution of the general meeting of shareholders shall be adopted by a majority of the votes of shareholders present. <u>A resolution presented to a general meeting of shareholders of the Company as is stipulated by Article 343 of the Commercial Code shall be adopted in case the shareholders holding more than one-third of the voting rights held by total shareholders are present at the said meeting and the resolution is supported by the majority exceeding two-thirds of the voting rights of the shareholders presented.</u></p> <p style="text-align: center;">CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS</p> <p>Article <u>15</u>. (Number of Directors) The Company shall have not more than ten(<u>10</u>) Directors.</p> <p>Article <u>16</u>. (Election of Directors) Not amended</p> <p>Article <u>17</u>. (Representative Directors and Executive Directors) By a resolution of the Board of Directors, there shall be elected a Representative Director or Representative Directors. By a resolution of the Board of Directors, there may be elected one (1) Chairman of the Board of Directors, one (1) Vice Chairman of the Board of Directors.</p> <p>Article <u>18</u>. (Duties of Directors) Chairman of the Board of Directors shall preside over the principal features of business and Vice-Chairman of the Board of Directors shall assist the Chairman of the Board of Directors. <u>A Representative Director shall represent the Company and shall supervise the progress of business execution of the Company.</u> In case the Chairman of the Board of Directors is/are unable to act, the Vice-Chairman of the Board of Directors shall become the acting chairman. In case the <u>Representative Director</u> is unable to act, another Director shall <u>take the acting role</u> according to the order previously determined by the Board of Directors.</p> <p>Article <u>19</u>. (Term of Office of Directors) Not amended</p> <p>Article <u>20</u>. (Remuneration of Directors) Not amended</p> |
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| <p>Article <u>20</u>. (Chairman and Convening of Meetings of the Board of Directors) A meeting of the Board of Directors shall be convened by <u>the President</u>, by whom the chairmanship shall be assumed. In case the office of <u>President</u> is vacant or he/she is unable to act, then it may be convened by another Director in the order previously determined by the Board of Directors. Notice of a meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor not later than three (3) days prior to the date set for the meeting; provided, however, that, in case of emergency, such period may be shortened.</p> | <p>Article <u>21</u>. (Chairman and Convening of Meetings of the Board of Directors) A meeting of the Board of Directors shall be convened by <u>Representative Director</u>, by whom the chairmanship shall be assumed. In case <u>more than one person are elected as the Representative Director</u> then it may be convened by Representative Director in the order previously determined by the Board of Directors, and the office of <u>Representative Director</u> is vacant or he/she is unable to act, then it may be convened by another Director in the order previously determined by the Board of Directors. Notice of a meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor not later than three (3) days prior to the date set for the meeting; provided, however, that, in case of emergency, such period may be shortened.</p> |
| <p>Article <u>21</u>. (Method of Resolutions of the Board)</p> | <p>Article <u>22</u>. (Method of Resolutions of the Board) Not amended</p> |
| <p>Article <u>22</u>. (Consultants and Advisers)</p> | <p>Article <u>23</u>. (Consultants and Advisers) Not amended</p> |
| <p>Article <u>23</u>. (Board of Directors Regulation)</p> | <p>Article <u>24</u>. (Board of Directors Regulation) Not amended</p> |
| <p>CHAPTER V. CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS</p> | <p>CHAPTER V. CORPORATE AUDITORS AND THE BOARD OF CORPORATE AUDITORS</p> |
| <p>Article <u>24</u>. (Number of Corporate Auditors)</p> | <p>Article <u>25</u>. (Number of Corporate Auditors) Not amended</p> |
| <p>Article <u>25</u>. (Election of Corporate Auditors)</p> | <p>Article <u>26</u>. (Election of Corporate Auditors) Not amended</p> |
| <p>Article <u>26</u>. (Term of Office of Corporate Auditors)</p> | <p>Article <u>27</u>. (Term of Office of Corporate Auditors) Not amended</p> |
| <p>Article <u>27</u>. (Remuneration of Corporate Auditors)</p> | <p>Article <u>28</u>. (Remuneration of Corporate Auditors) Not amended</p> |
| <p>Article <u>28</u>. (Full-time Corporate Auditors)</p> | <p>Article <u>29</u>. (Full-time Corporate Auditors) Not amended</p> |
| <p>Article <u>29</u>. (Convening of Meetings of the Board of Corporate Auditors)</p> | <p>Article <u>30</u>. (Convening of Meetings of the Board of Corporate Auditors) Not amended</p> |
| <p>Article <u>30</u>. (Method of Resolutions of the Board of Corporate Auditors)</p> | <p>Article <u>31</u>. (Method of Resolutions of the Board of Corporate Auditors) Not amended</p> |
| <p>Article <u>31</u>. (Board of Corporate Auditors Regulation)</p> | <p>Article <u>32</u>. (Board of Corporate Auditors Regulation) Not amended</p> |
| <p>CHAPTER VI. ACCOUNTS</p> | <p>CHAPTER VI. ACCOUNTS</p> |
| <p>Article <u>32</u>. (Business Year and the Date for the Settlement of Accounts)</p> | <p>Article <u>33</u>. (Business Year and the Date for the Settlement of Accounts) Not amended</p> |
| <p>Article <u>33</u>. (Dividends)</p> | <p>Article <u>34</u>. (Dividends) Not amended</p> |

(Translation)

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: Tsugio Yamamoto

Additionally, the following Executive Officers were elected at the meeting of the Board of Directors and have assumed office. (* = Director)

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| *President and Chief Executive Officer | Tsugio Yamamoto |
| *Senior Managing Executive Officer | Yoshihisa Kainuma |
| *Senior Managing Executive Officer | Takayuki Yamagishi |
| *Senior Managing Executive Officer | Rikuro Obara |
| *Senior Managing Executive Officer | Ryusuke Mizukami |
| *Senior Managing Executive Officer | Kenji Senoue |
| *Senior Managing Executive Officer | Tosei Takenaka |
| *Managing Executive Officer | Koichi Dosho |
| Managing Executive Officer | Takashi Yamaguchi |
| Managing Executive Officer | Tomihiro Maruta |
| Executive Officer | Sadao Sawamura |
| Executive Officer | Akihiro Hirao |
| Executive Officer | Sadahiko Oki |
| Executive Officer | Takuya Naka |
| Executive Officer | Yukio Shimizu |
| Executive Officer | Masayoshi Yamanaka |
| Executive Officer | Shunji Mase |
| Executive Officer | Hiroharu Katogi |
| Executive Officer | Susumu Fujisawa |
| Executive Officer | Masamitsu Osada |
| Executive Officer | Akio Okamiya |
| Executive Officer | Eiichi Kobayashi |
| Executive Officer | Motoyuki Nijjima |
| Executive Officer | Tadahiko Mori |
| Executive Officer | Hiroyuki Yajima |
| Executive Officer | Masao Iwasa |
| Executive Officer | Hiroataka Fujita |
| Executive Officer | Kunio Shimba |
| Executive Officer | Junichi Mochizuki |

(Translation)

Payment of dividend

The dividend for the 57th business term will be paid on and after June 30, 2003. 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" after affixing your seal to it.

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 57th Business Term" and "Notice of Remittance to Your Bank Account."