

(Translation)

The following is an English translation of the Notice of the 58th Ordinary General Meeting of Shareholders of Minebea Co., Ltd., to be held on June 29, 2004.
The Company provides this translation for your reference and convenience only and without any guarantee as to its accuracy or otherwise.

May 31, 2004

To the Shareholders

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

Minebea Co., Ltd.
Tsugio Yamamoto
Representative Director

Notice of the 58th Ordinary General Meeting of Shareholders

The 58th Ordinary General Meeting of Shareholders (hereinafter the “Meeting”) will be held as indicated below. You are hereby cordially invited to attend the Meeting.

If you are unable to attend the Meeting, you may still exercise your voting rights as a Shareholder in writing or by the Internet. In that event, please examine the contents of the reference documents attached hereunder and please vote in accordance with the guidance on voting set forth on the next page.

Particulars of the Meeting

1. Time:

Tuesday, June 29, 2004, beginning at 9:30 a.m.

2. Place:

1st floor of the new building of Asama Sunday House, 4106-282, Oaza Miyota, Miyota-machi, Kitasaku-gun, Nagano Prefecture

3. Purpose of the Meeting:

To report on:

The Balance Sheet as of March 31, 2004, the Business Report and the Profit and Loss Statement for the 58th Business Term (April 1, 2003, through March 31, 2004).

To vote on:

First proposal:

Approval of the proposed appropriation of unappropriated retained earnings for the 58th Business Term.

Second proposal:

Partial revision of the Articles of Incorporation.

The substance of the proposal is shown on page 20 of the “Reference Matters Relating to the Exercise of Shareholders’ Voting Rights” attached hereunder.

Third proposal:

Election of one Corporate Auditor

Fourth proposal:

Payment of retirement allowances to the retiring Corporate Auditor

(Translation)

Reference Matters Relating to the Exercise of Shareholders' Voting Rights

1. Number of voting rights held by the shareholders:

398,144 rights.

2. Proposals and related matters:

First Proposal:

Approval of the proposed appropriation of unappropriated retained earnings for the 58th Business Term. The details of the proposal are indicated on page 17 of the attachment.

Our policy concerning the appropriation of unappropriated retained earnings is that unappropriated retained earnings should be properly appropriated in consideration of the payment of dividends to shareholders, strengthening the Company's corporate structure, future business developments and other related matters.

The payment of a dividend of 7 yen per share is proposed for the 58th Business Term.

Second Proposal:

Partial revision of the Articles of Incorporation.

1. Reasons for the revision

The Law Partial Amending the Commercial Code and Law for Special Exceptions to the Commercial Code concerning Audit, etc. of Kabushiki-Kaisha (Law No.132, 2003) was enforced on September 25, 2003, allowing a business corporation in general to repurchase its treasury stock by a resolution of the Board under provision of the Articles of Incorporation. Accordingly, to make it possible for the Company to execute its capital policies by responding to the changes in business environments more flexibly, the Company proposes to add a new Article 6 to its Articles of Incorporation with the present Article 6 and subsequent article numbers to be renumbered respectively.

2. Substance of the revision

The substance of the revision is as shown below.

(Underlines indicate the revised text.)

| Present Articles of Incorporation | Proposed Revision |
|---|---|
| CHAPTER II. SHARES | CHAPTER II. SHARES |
| (New) | <u>(Repurchase of Treasury Stock)</u> <u>Article 6.</u> <u>As stipulated by No. 2, Clause 1, Article 211-3, of the Commercial Code, the Company is able to repurchase its treasury stock by a resolution of its Board of Directors.</u> |
| Article <u>6</u> - <u>34</u> . (Articles Omitted) | Article <u>7</u> - <u>35</u> . Not Amended |

(Translation)

Third Proposal:

Election of One Corporate Auditor

The terms of office of Corporate Auditor, Mr. Mitsuo Ichikawa, will expire at the conclusion of the Meeting. We therefore propose the election of one Corporate Auditor.

The candidate is as follow. For your information, the Board of Directors has obtained the approval of this proposal from the Board of Corporate Auditors.

| No. | Name (Date of Birth) | Biographical Sketch (as of May 31, 2004) | Number of shares owned |
|-----|--------------------------------------|---|------------------------|
| 1 | Tukasa Oshima (February 23, 1948) | 1991 Sept. Deputy General Manager, Tokyo Corporate Business Dept. , The Sumitomo Trust & Banking Co., Ltd. 1993 May President, Japan Market Center 1998 June General Manager, Tokyo Corporate Business Dept., The Sumitomo Trust & Banking Co., Ltd. 2000 April General Manager, Inspection Department, The Sumitomo Trust & Banking Co., Ltd. 2001 June Standing Corporate Auditor, The Sumitomo Trust & Banking Co., Ltd. (Present) | 0 |

Note: Mr. Tukasa Oshima is a candidate for External Corporate Auditor as required under Article 18, Paragraph 1 of the Law for Special Exceptions to the Commercial Code Concerning Audit, etc., of Corporations.

Fourth Proposal:

Payment of Retirement Allowances to the Retiring Corporate Auditor

At the conclusion of the Meeting, Corporate Auditor Mitsuo Ichikawa will retire.

We therefore propose to grant the appropriate amount of Retirement Allowance as per the Company's rules to the Retiring Corporate Auditor.

It is also proposed that the specific amount of the Retirement Allowance, the timing and the method of presentation, etc., be left to the deliberation of the Corporate Auditors.

The following table gives a summary of the service record of the retiring Corporate Auditor.

| Name | Biographical Sketch (as of May 31, 2004) |
|-----------------|--|
| Mitsuo Ichikawa | 1991 Dec. Corporate Auditor (Present) |

(Translation)

ROUTE MAP

Place: 1st floor of the new building of Asama Sunday House at 4106-282, Oaza-Miyota,
Miyota-machi, Kitasaku-gun, Nagano
Telephone: 0267-32-4022

Access: Shinano Line From Miyota Station, approx. five minutes by car.

Shinkansen bound for Nagano From Karuizawa Station, approx. 25 minutes by car.

From Sakudaira Station, approx. 20 minutes by car.

