

(Translation)

The following is an English translation of the Notice of the 59th Ordinary General Meeting of Shareholders of Minebea Co., Ltd., to be held on June 29, 2005.  
The Company provides this translation for your reference and convenience only and without any guarantee as to its accuracy or otherwise.

Local Code No. 6479

June 1, 2005

## To the Shareholders

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

**Minebea Co., Ltd.**  
Tsugio Yamamoto  
Representative Director

### Notice of the 59th Ordinary General Meeting of Shareholders

The 59th 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 via the Internet. In that event, please examine the contents of the reference documents attached herein and vote in accordance with the guidance on voting set forth on the next page.**

#### Particulars of the Meeting

**1. Time:**

Wednesday, June 29, 2005, beginning at 9:30 a.m.

**2. Place:**

1st floor of Asama Sunday House (New Building), 4106-282, Oaza Miyota, Miyota-machi, Kitasaku-gun, Nagano Prefecture

**3. Purpose of the Meeting:**

**To report on:**

- 1) The Balance Sheet as of March 31, 2005, the Business Report and the Profit-and-Loss Statement for the 59th Business Term (April 1, 2004, through March 31, 2005).
- 2) The Consolidated Balance Sheet as of March 31, 2005, the Consolidated Profit-and-Loss Statement for the 59th Business Term (April 1, 2004, through March 31, 2005), and the Audit Report on the Consolidated Financial Statements by the Independent Auditors and Board of Corporate Auditors.

**To vote on:**

**First proposal:**

Approval of the proposed appropriation of unappropriated retained earnings for the 59th Business Term.

**Second proposal:**

Election of 10 Directors

**Third proposal:**

Payment of retirement allowances to the retiring Directors

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## Reference Matters Relating to the Exercise of Shareholder's Voting Rights

**1. Number of voting rights held by the shareholders:** 398,189 rights

### 2. Proposals and related matters:

#### First Proposal:

Approval of the proposed appropriation of unappropriated retained earnings for the 59th 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 per share is proposed for the 59th Business Term.

#### Second Proposal:

Election of 10 Directors

The terms of office of all of the 10 directors will expire at the conclusion of the meeting. Accordingly, the election of 10 directors is proposed. The candidates are as follows.

No.	Name (Date of Birth)	Biographical Sketch (as of May 31, 2005)	Number of shares owned
1	Takayuki Yamagishi (May 14, 1938)	1962 Mar. Joined Minebea 1988 Mar. Deputy General Manager of Electronics Business Division 1988 Dec. Director 1992 Dec. Managing Director 1994 Dec. Senior Managing Director, General Manager of 2nd Manufacturing Headquarters 1995 Dec. In charge of R&D Center, President and Representative Director of Minebea Electronics Co., Ltd. 1997 Apr. General Manager of Hamamatsu Manufacturing Unit 2001 Apr. In charge of R&D Headquarters 2003 Apr. Senior Managing Director, General Manager of Engineering Headquarters (Present) 2003 Jun. Director, Senior Managing Executive Officer (Present)	17,885
2	Yoshihisa Kainuma (February 6, 1956)	1983 Apr. Admitted to bar in Japan (Member to Tokyo Dai-ni bar Association) 1988 Dec. Director and General Manager of Legal Department of the Company 1989 Sep. Admitted to bar in New York 1990 Oct. Representative Senior Managing Director of Keiaisha NMB Co., Ltd. (currently Keiaisha Co., Ltd.) 1992 Dec. Managing Director and Deputy General Manager of Operation Headquarters 1994 Dec. Senior Managing Director General Manager of European and American Regional Sales of Sales Headquarters 1995 Jul. General Manager of Operation Headquarters 1999 Aug. Member of Tokyo Office Administration Executive Council, In charge of Personnel & General Affairs and Logistic & Procurement (Present) 2001 Jun. Director of Keiaisha Co., Ltd. (Present) 2003 Jun. Director, Senior Managing Executive Officer (Present)	14,000

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3	Rysuke Mizukami (December 31, 1940)	<p>1967 Jun. Joined the Company</p> <p>1983 Nov. General Manager of Corporate Planning Department</p> <p>1986 Dec. Director</p> <p>1992 Dec. General Manager of Corporate Planning Department, Corporate Communications Office</p> <p>1994 Dec. Managing Director</p> <p>1996 Jul. In charge of Environment Management (Present)</p> <p>1999 Aug. Member of Tokyo Office Administration Executive Council, in charge of Corporate Planning, Business Administration and Information Systems</p> <p>2000 Oct. Senior Managing Director</p> <p>2001 Apr. In charge of R&amp;D Headquarters Member of Tokyo Office Administration Executive Council, in charge of Corporate Planning, Business Administration and Information Systems (Present)</p> <p>2003 Jun. Director, Senior Managing Executive Officer (Present)</p>	32,000
4	Tosei Takenaka (February 27, 1941)	<p>1997 Jun. Vice President and Director of the Sumitomo Trust &amp; Banking Co., Ltd.</p> <p>1998 Jun. President and Director of Sumitomo Trust Securities Co., Ltd.</p> <p>1999 Oct. Corporate Advisor of the Company</p> <p>2001 Feb. In charge of Asian Region Operations</p> <p>2001 Jun. Senior Managing Director</p> <p>2003 Jun. Director, Senior Managing Director (Present)</p> <p>2004 Jan. President and Representative Director of Minebea-Matsushita Motor Corporation (Present)</p>	17,000
5	Koichi Dosho (November 4, 1949)	<p>1973 Mar. Joined the Company</p> <p>1989 Aug. President of NMB-Minebea-GmbH</p> <p>1989 Dec. Director</p> <p>1992 Dec. General Manager of European Region Operations (Present)</p> <p>1999 Apr. Managing Director</p> <p>1999 Aug. General Manger of Sales Headquarters, European &amp; American Regional Sales Headquarters (Present)</p> <p>2001 Apr. In charge of R&amp;D Headquarters</p> <p>2003 Jun. Director, Managing Executive Officer (Present)</p>	10,000
6	Hiroharu Katogi (March 21, 1949)	<p>1971 Apr. Joined the Company</p> <p>1989 Jun. General Manager of General Administration Department</p> <p>1993 Dec. Director</p> <p>1999 Aug. General Manager of Business Administration Department</p> <p>2003 Jun. Executive Officer</p> <p>2004 Jun. Managing Executive Officer, in charge of Business Administration and Investor Relations (Present)</p>	8,000
7	Akihiro Hirao (November 19, 1948)	<p>1974 Apr. Joined the Company</p> <p>1986 Sep. General Manager of Engineering Department of Tokyo Screw Manufacturing Unit</p> <p>1986 Dec. Director</p> <p>1990 Jan. General Manager of R&amp;D Center</p> <p>1997 Jun. General Manager of Omori Manufacturing Unit (Present)</p> <p>2003 Jun. Executive Officer (Present)</p>	22,000

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8	Eiichi Kobayashi (May 25, 1948)	1964 Apr. Joined the Company 1992 Apr. General Manager of Tool & Die Department of Karuizawa Manufacturing Unit 2003 Apr. General Manager of Production Technology Center and Tool & Die Department of Karuizawa Manufacturing Unit (Present) 2003 Jun. Executive Officer (Present)	3,000
9	Chanchai Leetavorn (December 18, 1927)	1973 Oct. Minister of Commerce of Kingdom of Thailand 1979 May Deputy Minister of Finance of Kingdom of Thailand 1982 Oct. Secretary General of the Board of Investment of Kingdom of Thailand 1984 Mar. Chairman of Asia Credit Plc. (Present) 1990 Dec. Director (Present)	0
10	Takashi Matsuoka (January 17, 1964)	1996 Apr. Project Development Department of Marubeni Corporation 2001 Apr. Utility Infra Administration Department of Marubeni Corporation 2002 Apr. General Manager of Planning Section of the Keiaisha Seisakusho Co., Ltd. 2003 Apr. General Manager of Planning Department of the Keiaisha Co., Ltd. 2003 Jun. Director of Keiaisha Co., Ltd. 2004 Jun. Managing Director of Keiaisha Co., Ltd. (Present)	4,000

Notes: 1.Chanchai Leetavorn and Takashi Matsuoka are independent Directors candidates as provided in Article 188, Paragraph 2, Item (7)-2, of the Commercial Code.

2.The Company has business transactions with Keiaisha Co., Ltd., such as purchase of raw materials, etc. and leasing transactions for fixed assets.

3.The Company has business transactions with Minebea-Matsushita Motor Corporation.

### Third Proposal:

#### Payment of Retirement Allowances to the Retiring Directors

At the conclusion of the Meeting, Directors Tsugio Yamamoto, Rikuro Obara, Kenji Senoue and Atsushi Matsuoka will retire.

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

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

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

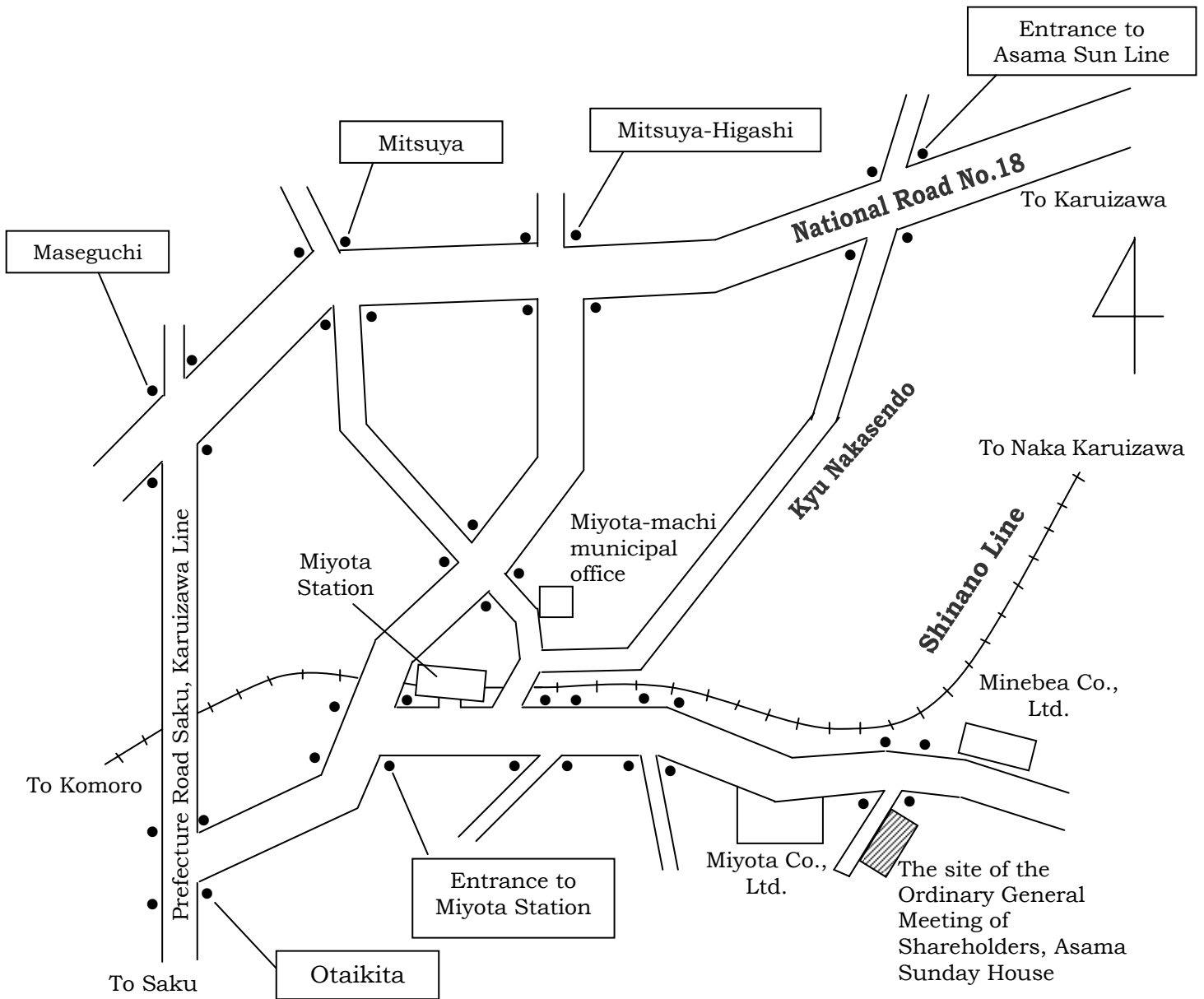
Name	Biographical Sketch (as of May 31, 2005)
Tsugio Yamamoto	1983 Dec. Director 1993 Dec. Managing Director 1998 Jun. Senior Managing Director 1999 Jun. President and Representative Director 2003 Jun. Representative Director, President and Chief Executive Officer (Present)
Rikuro Obara	1986 Dec. Director 1994 Dec. Managing Director, 1998 Jun. Senior Managing Director 2003 Jun. Director, Senior Managing Executive Officer (Present)
Kenji Senoue	1986 Dec. Director 1994 Dec. Managing Director 2001 Jun. Senior Managing Director 2003 Jun. Director, Senior Managing Executive Officer (Present)
Atsushi Matsuoka	1967 Nov. Director (Present)

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**ROUTE MAP**

Place: 1st floor of Asama Sunday House (New Building) 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.



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**(Transportation from Tokyo to Shareholders Meeting)**

If you travel using the following train, the person in charge will meet you at the ticket gate of JR Karuizawa Station and take you to the Shareholders Meeting by Company bus that will leave at 8:20 a.m.

Nagano Shinkansen, Asama 551 (Leaves from Track 20 of Tokyo station)

Station:	Departs Tokyo	→	Departs Takasaki	→	Arrives Karuizawa
Time:	6:52 a.m.		7:53 a.m.		8:15 a.m.