

## **Azbil Corporation**

**June 4, 2013**

2-7-3 Marunouchi, Chiyoda-ku, Tokyo

### **Notice of the 91st Ordinary General Meeting of Shareholders**

Dear Shareholders:

I would like to express my thanks for your loyal patronage.

You are cordially invited to attend the Ordinary General Meeting of Shareholders of Azbil Corporation, which will be held on Wednesday, June 26, 2013, at 10:00 a.m. in the Hall, 4th Floor, The JP TOWER Hall & Conference, 2-7-2 Marunouchi, Chiyoda-ku, Tokyo. (Please note that the meeting will be held in a different place from the previous year.)

Yours faithfully,

Hirozumi Sone  
President and Chief Executive Officer

## **Meeting Agenda**

### **Items to be Reported**

Item 1: Business Reports, Consolidated Financial Statements, and Audit Reports covering Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 91st term from April 1, 2012 to March 31, 2013

Item 2: Non-Consolidated Financial Statements for the 91st term from April 1, 2012 to March 31, 2013

### **Items to be Resolved**

Item 1: Appropriation of Surplus

Item 2: Election of one (1) Audit & Supervisory Board Member

## Reference Materials for the General Meeting of Shareholders

### Item 1: Appropriation of Surplus

The Company regards the distribution of profit to shareholders as one of the most important management issues. Taking comprehensive account of consolidated business results, the levels of return on equity and dividend on equity ratio, as well as internal reserves for future business development and the reinforcement of corporate strength, management strives towards improving dividend levels while maintaining stable dividends. Based on this policy, year-end dividends for the 91st term are proposed as follows.

(1) Type of dividend

Cash

(2) Allocation of dividends to shareholders, and total amount

¥31.50 per share of Company common stock

Total amount: ¥2,326,400,307

As the interim dividend of ¥31.50 per share was paid in December 2012, the total dividend for full year is ¥63 per share.

(3) Effective date of payments for dividends from surplus

June 27, 2013

**Item 2: Election of one (1) Audit & Supervisory Board Member**

As Audit & Supervisory Board Member Kazuo Yamamoto will resign at the conclusion of this Ordinary General Meeting of Shareholders, the Company would like to request that one (1) individual be elected as Audit & Supervisory Board Member to fill the vacancy created by this resignation.

If this proposal is adopted, in accordance with Article 32 of the Articles of Incorporation, the term of office for the new Audit & Supervisory Board Member will end coincident with that of the predecessor. Furthermore, the Audit & Supervisory Board has consented to this proposal.

The following individual is the candidate for Audit & Supervisory Board Member.

Name (Date of birth)	Biographies, and positions in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
Hideo Sato (October 21, 1947)	April 1970      Joined Yasuda Mutual Life Insurance Company (Present: Meiji Yasuda Life Insurance Company)	-
	April 1996      Manager of Planning & Administration Department	
	July 2001      Director and Manager of Information Systems Department	
	December 2003      Resigned from Yasuda Mutual Life Insurance Company	
	January 2004      Vice President of Meiji Yasuda System Technology Company Limited	
	April 2007      President of Meiji Yasuda System Technology Company Limited	
	June 2009      Outside Audit & Supervisory Board Member of JAPAN PURE CHEMICAL CO., LTD. (Present post)	
	June 2009      Outside Audit & Supervisory Board Member of The Chiba Kogyo Bank, Ltd. (Present post)	
	June 2010      Resigned from Meiji Yasuda System Technology Company Limited	
	June 2011      Outside Audit & Supervisory Board Member of N.I.C. Corporation (Present: Solasto Corporation)	
	March 2012      Resigned from N.I.C. Corporation	
	(Important concurrent positions outside the Company) Outside Audit & Supervisory Board Member of JAPAN PURE CHEMICAL CO., LTD. Outside Audit & Supervisory Board Member of The Chiba Kogyo Bank, Ltd.	

- (Notes)
1. The above biographies, positions in the Company, and important concurrent positions outside the Company are effective as of the date of publication of this Notice.
  2. Hideo Sato is a candidate for Outside Audit & Supervisory Board Member under Article 2, Paragraph 3, Item 8 of Ordinance for Enforcement of the Companies Act.
  3. Reasons for recommending Hideo Sato as a candidate for Outside Audit & Supervisory Board Member  
The election of Hideo Sato as Outside Audit & Supervisory Board Member is requested so that his broad insight and abundant experience of corporate management, which extend beyond the industry to which the Company belongs, may be reflected in the Company's auditing, and so that the corporate governance of the Company may be strengthened from his independent standpoint.
  4. Independence of candidate for Outside Audit & Supervisory Board Member  
Hideo Sato does not have monetary or other transactions with the Company, nor does he have special interests with the management of the Company.  
Furthermore, there are no special relationships of interest between the Company and JAPAN PURE CHEMICAL CO., LTD. and The Chiba Kogyo Bank, Ltd., which Hideo Sato holds a concurrent position.  
Hideo Sato was originally an employee of Yasuda Mutual Life Insurance Company (present: Meiji Yasuda Life Insurance Company). It has been 10 years since he retired from the said company. Although the said company holds shares in the Company, it is not a major shareholder as defined by the Financial Instruments and Exchange Act. In addition, although business transactions exist between the said company and the Company, in the most recent fiscal year, the amount of such transactions was insignificant and less than 0.05% of both the Company's net sales and the said company's net sales.  
Furthermore, Hideo Sato was also employed at Meiji Yasuda System Technology Company Limited, a subsidiary of the said company. It has been 2 years since he retired from the said subsidiary and there are no special relationships of interest between the said subsidiary and the Company.  
Based on the above, the Company believes that there are no issues that affect the independence of Hideo Sato. The Company judges that he meets the requirements of independence as stipulated by the Tokyo Stock Exchange and it plans to notify the Tokyo Stock Exchange that he is an Independent Auditor.
  5. Limited liability contracts with Outside Audit & Supervisory Board Members  
In order to enable functions the Company expects from its Outside Audit & Supervisory Board Members, Article 35 of the existing Articles of Incorporation prescribes conclusion of contracts which limit legal liability of Outside Audit & Supervisory Board Members under Article 423, Paragraph 1 of the Companies Act. Accordingly, the Company plans to conclude a limited liability contract with Hideo Sato, who is a candidate for an Outside Audit & Supervisory Board Member. Under that contract, the limit of liability shall be set at the minimum level prescribed by the relevant laws and ordinances.

***Note: This English translation is an abridged version of the original notice in Japanese.  
In the event of discrepancies, the Japanese version shall prevail.***