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Securities Code 7735  
June 2, 2015

**To Those Shareholders with Voting Rights**

Eiji Kakiuchi  
Representative Director,  
President, Chief Operating Officer  
SCREEN Holdings Co., Ltd.  
Tenjinkita-machi 1-1, Teranouchi-agaru  
4-chome, Horikawa-dori, Kamigyo-ku,  
Kyoto, Japan

**NOTICE OF THE 74th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 74th Ordinary General Meeting of Shareholders of the Company. The Meeting will be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in writing or through electromagnetic devices (Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. (JST) on June 24, 2015 (Wednesday).

- 1. Date and Time:** **Thursday, June 25, 2015 at 10:00 a.m. (JST)**
- 2. Place:** **5th Floor of the Head Office Building, SCREEN Holdings Co., Ltd.  
Tenjinkita-machi 1-1, Teranouchi-agaru 4-chome, Horikawa-dori,  
Kamigyo-ku, Kyoto, Japan**
- 3. Agenda of the Meeting:**
  - Matters to be reported:** (1) The Business Report, the Consolidated Financial Statements, and results of each audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 74th fiscal term (from April 1, 2014 to March 31, 2015)
  - (2) The Non-consolidated Financial Statements for the 74th fiscal term (from April 1, 2014 to March 31, 2015)

**Proposals to be resolved:**

  - Proposal No. 1:** Appropriation of Surplus
  - Proposal No. 2:** Election of Nine Directors
  - Proposal No. 3:** Election of One Corporate Auditor

[Exercising Voting Rights in Writing]

Please indicate whether you approve or disapprove the proposal on the enclosed Voting Rights Exercise Form, and return by mail so that it will arrive by the deadline indicated in the previous page.

[Exercising Voting Rights through Electromagnetic Devices (Internet, etc.)]

When exercising voting rights through electromagnetic devices, please review the “Instructions on Exercising Voting Rights through Electromagnetic Devices (Internet, etc.)” on page 11 and enter whether you approve or disapprove the proposal.

In the event that a voting right is exercised both in writing and through electromagnetic devices, the vote cast through electromagnetic devices shall be accepted as the valid vote.

Notes:

1. In the event that the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders are modified, the Company will post such modification on its website (<http://www.screen.co.jp/>).
2. For those attending, please hand in the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting.
3. As a part of electricity saving measures, directors and employees of the Company will not be wearing ties and coats, and will be wearing short-sleeved shirt instead, on the day of the Meeting. Please feel free to attend in light clothing as well.

**Invitation for a Reception for Shareholders**

You are cordially invited to attend a reception, which will be held after the General Meeting of Shareholders in the hall which is at 1st floor of the head office building.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

It is proposed that, in light of distribution of profits to shareholders and securing internal reserves for stronger corporate fundamentals and more aggressive business development in the future, year-end dividends for the 74th fiscal term be distributed as follows:

- (1) Matters concerning the distribution of dividend property to shareholders and its aggregate amount  
7 yen per share of common stock of the Company, or 1,661,322,033 yen in an aggregate amount
- (2) Date on which the dividend of surplus becomes effective  
June 26, 2015

**Proposal No. 2: Election of Nine Directors**

The terms of office of ten Directors, namely Messrs. Akira Ishida, Masahiro Hashimoto, Eiji Kakiuchi, Shin Minamishima, Katsutoshi Oki, Soichi Nadahara, Yoichi Kondo, Yoshio Tateishi, Shosaku Murayama and Shigeru Saito, will expire at the close of this Meeting. Accordingly, the Company proposes election of nine Directors.

The nominees for Director are as follows:

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
1	Akira Ishida (July 23, 1942)	June 1977 Director June 1978 Managing Director June 1982-present: Representative Director June 1982 Senior Managing Director June 1985 Vice President June 1989 President June 2001-present: Chairman April 2002-present: Chief Executive Officer June 2008 Chairman of Kyoto Industrial Support Organization 21	1,231,722
2	Eiji Kakiuchi (April 3, 1954)	April 1981 Joined the Company July 2000 President, DAINIPPON SCREEN GRAPHICS (USA), LLC April 2005 Corporate Officer President, Media Technology Company April 2006 Corporate Officer (Senior) April 2007 Corporate Executive Officer President, Semiconductor Equipment Company April 2010 Chief Officer of Security Export Control, GPS and Sales Promotion Support April 2011 Chief Officer of IR, Security Export Control, GPS and Group G10 June 2011 Director April 2012 Chief Officer of PR & IR, GPS and Imaging & Solutions April 2014-present: Representative Director President Chief Operating Officer August 2014-present: Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic and Precision Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd.  [Significant concurrent position] Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic and Precision Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd.	97,990

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
3	Shin Minamishima (November 25, 1955)	<p>April 1978      Joined the Company</p> <p>April 2002      General Manager, Accounting Department, Finance and Accounting Division, Business Service Center</p> <p>April 2005      President, Accounting Company</p> <p>April 2009      Corporate Officer</p> <p>October 2009    Deputy General Manager, Business Service Center</p> <p>June 2011      Director General Manager, Business Service Center</p> <p>May 2013      General Manager, Management Operation Division</p> <p>April 2014      Deputy General Manager, General Administration Division</p> <p>June 2014-present:    Managing Director</p> <p>August 2014-present:    Chairman, SCREEN Business Support Solutions Co., Ltd.</p> <p>October 2014-present:    Chief Officer of General Affairs &amp; Human Resources</p> <p style="text-align: center;">[Significant concurrent position]</p> <p>Chairman, SCREEN Business Support Solutions Co., Ltd.</p>	52,610
4	Katsutoshi Oki (June 2, 1958)	<p>April 1981      Joined Nippon Life Insurance Company</p> <p>March 1995      Temporarily transferred to Nippon Life Insurance Company of America</p> <p>March 2002      Deputy General Manager, Hiroshima Branch, Nippon Life Insurance Company</p> <p>March 2004      General Manager, Naha Branch, Nippon Life Insurance Company</p> <p>March 2007      General Manager, Osaka Metropolitan Area South Branch, Nippon Life Insurance Company</p> <p>March 2009      General Manager, 2nd Corporate Relations Management Department, Nippon Life Insurance Company</p> <p>April 2011      Joined the Company Deputy General Manager, Business Service Center</p> <p>April 2012      Corporate Executive Officer</p> <p>June 2013      Director</p> <p>April 2014      General Manager, Management Operation Division Chief Officer of PR &amp; IR, GPS and Imaging &amp; Solutions</p> <p>June 2014-present:    Managing Director</p> <p>August 2014-present:    Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd.</p> <p>October 2014-present:    Chief Officer of Management Operation</p> <p style="text-align: center;">[Significant concurrent position]</p> <p>Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd.</p>	24,657

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
5	Soichi Nadahara (December 2, 1957)	<p>April 1986      Joined TOSHIBA CORPORATION</p> <p>July 1997      Development Manager, Processing Technology Research Center, TOSHIBA CORPORATION</p> <p>April 2001      Group Manager, Processing Technology Promotion Center, Semiconductor Company, TOSHIBA CORPORATION</p> <p>April 2004      Joined the Company Chief Officer, Technology Control, Semiconductor Equipment Company</p> <p>October 2004   Vice President, Semiconductor Equipment Company</p> <p>April 2006      Corporate Officer</p> <p>April 2011      Corporate Officer (Senior)</p> <p>April 2013-present: Chief Technology Officer</p> <p>April 2013      General Manager, R&amp;D Center</p> <p>June 2014-present: Managing Director</p> <p>August 2014-present: Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Manufacturing Support Solutions Co., Ltd.</p> <p>October 2014-present: Chief Officer of R&amp;D</p> <p>[Significant concurrent position] Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Manufacturing Support Solutions Co., Ltd.</p>	62,133

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
6	Yoichi Kondo (September 25, 1958)	<p>April 1982      Joined The Bank of Tokyo, Limited (Now The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>December 2007      General Manager, Asia &amp; China Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2010      General Manager, International Examination Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd. General Manager, SME Financing Facilitation Office, Loans Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd. General Manager, SME Financing Facilitation Office, Retail Loans Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2010      Corporate Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2013      Joined the Company Corporate Officer (Senior) Deputy Chief Financial Officer Deputy General Manager, Business Service Center</p> <p>April 2014      General Manager, General Administration Division</p> <p>June 2014-present:      Managing Director Chief Financial Officer</p> <p>August 2014-present:      Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic and Precision Solutions Co., Ltd. Director, SCREEN Business Support Solutions Co., Ltd.</p> <p>October 2014-present:      Chief Officer of Finance &amp; Accounting</p> <p>[Significant concurrent position] Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic and Precision Solutions Co., Ltd. Director, SCREEN Business Support Solutions Co., Ltd.</p>	12,336

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
7	Yoshio Tateishi (November 1, 1939)	<p>April 1963      Joined TATEISI ELECTRONICS CO.                          (Now OMRON Corporation)</p> <p>May 1973      Director, OMRON TATEISI                          ELECTRONICS CO.</p> <p>June 1976      Managing Director, OMRON TATEISI                          ELECTRONICS CO.</p> <p>June 1983      Senior Managing Director, OMRON                          TATEISI ELECTRONICS CO.</p> <p>June 1987      President and CEO, OMRON TATEISI                          ELECTRONICS CO.</p> <p>June 2000      Outside Director, West Japan Railway                          Company</p> <p>June 2003      Chairman and Representative Director,                          OMRON Corporation</p> <p>June 2006-present: Director of the Company</p> <p>May 2007-present: Chairman, Kyoto Chamber of Commerce                          and Industry</p> <p>June 2011-present: Honorary Chairman, OMRON Corporation</p> <p style="text-align: center;">[Significant concurrent position]</p> <p>Honorary Chairman, OMRON Corporation Chairman, Kyoto Chamber of Commerce and Industry</p>	22,876
8	Shosaku Murayama (September 21, 1949)	<p>April 1972      Joined Bank of Japan</p> <p>February 1981      Economist, Representative Office in New                          York, Bank of Japan</p> <p>November 1994      General Manager, Takamatsu Branch, Bank                          of Japan</p> <p>June 1998      General Manager, Research and Statistics                          Department, Bank of Japan</p> <p>March 2002      President &amp; CEO, Teikoku Seiyaku Co.,                          Ltd.</p> <p>June 2002      Outside Director, SHIKOKU CHEMICALS                          CORPORATION</p> <p>June 2008      Director, iPS Academia Japan, Inc.</p> <p>June 2011      President &amp; CEO, iPS Academia Japan, Inc.</p> <p>June 2013-present: Director of the Company</p> <p>June 2014-present: Outside Director, TOHO HOLDINGS CO.,                          LTD.</p> <p>July 2014-present: Representative Director and President, iPS                          PORTAL, Inc.</p> <p style="text-align: center;">[Significant concurrent position]</p> <p>Representative Director and President, iPS PORTAL, Inc. Outside Director, TOHO HOLDINGS CO., LTD.</p>	6,919
9	Shigeru Saito (January 26, 1957)	<p>November 1979      Joined TOSE CO., LTD.                          Head of Development Division, TOSE CO.,                          LTD.</p> <p>October 1985      Director, TOSE CO., LTD.</p> <p>February 1987      President, TOSE CO., LTD.</p> <p>September 2004      President and CEO, TOSE CO., LTD.</p> <p>-present:</p> <p>June 2013-present: Director of the Company</p> <p style="text-align: center;">[Significant concurrent position]</p> <p>President and CEO, TOSE CO., LTD.</p>	4,919

Notes:

1. Of Director nominees, Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito are nominated as Outside Director. The Company has reported Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito to Tokyo Stock Exchange Group, Inc. as an independent director/auditor. They will continuously serve as an independent director/auditor if they are re-elected as proposed.
2. Special interest between the nominees for Director and the Company
  - (1) Mr. Yoshio Tateishi is Honorary Chairman of OMRON Corporation. The Company has engaged in purchase and other transactions with OMRON Corporation, but the amount of such transactions accounts for approximately 0.1% of the purchase costs, and is not material.
  - (2) Mr. Shosaku Murayama is Representative Director and President of iPS PORTAL, Inc. The Company has engaged in business transactions related to sales promotion with iPS PORTAL, Inc., but the amount of such transactions accounts for less than 0.1% of selling, general and administrative expenses, and is not material.
  - (3) There is no special interest between any nominee other than mentioned above and the Company.
3. Reasons for selection of Outside Directors as nominees
  - (1) Mr. Yoshio Tateishi is the current Outside Director of the Company. It is proposed that Mr. Yoshio Tateishi be elected Outside Director of the Company, so that his extensive knowledge and experience rooted in the broad perspectives he has gained through his service to corporate management may be applied to the management of the Company.
  - (2) Mr. Shosaku Murayama is the current Outside Director of the Company and concurrently serves as President & CEO of another company. It is proposed that Mr. Shosaku Murayama be elected Outside Director of the Company, so that his accumulated extensive knowledge and experience may be applied to the management of the Company.
  - (3) Mr. Shigeru Saito is the current Outside Director of the Company and concurrently serves as President and CEO of another company. It is proposed that Mr. Shigeru Saito be elected Outside Director of the Company, so that his accumulated extensive knowledge and experience may be applied to the management of the Company.
4. The number of years for which the Outside Director nominees have served as Director of the Company
  - (1) Mr. Yoshio Tateishi will have served as Director of the Company for nine years at the close of this Meeting.
  - (2) Mr. Shosaku Murayama will have served as Director of the Company for two years at the close of this Meeting.
  - (3) Mr. Shigeru Saito will have served as Director of the Company for two years at the close of this Meeting.
5. Limitation of Liability Agreement with Outside Directors

The Company has concluded a Limitation of Liability Agreement with Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito to limit their liability as prescribed in the provision of Article 423, Paragraph 1 of the Company Law pursuant to Article 427, Paragraph 1 of the Company Law. Under the agreement, their liability for damages shall be limited within the amount prescribed by laws and regulations. When Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito are elected as proposed, their agreement will be renewed.

**Proposal No. 3:** Election of One Corporate Auditor

In order to strengthen its audit systems, the Company proposes election of one Corporate Auditor by increasing the number of Corporate Auditor by one.

As for the submission of this proposal, the agreement of the Board of Corporate Auditors has been obtained.

The nominee for Corporate Auditor is as follows:

Name (Date of Birth)	Profile [Significant concurrent position]	Number of shares of the Company held
*Akio Umeda (August 31, 1961)	April 1985      Joined The Daiwa Bank, Ltd. (Now Resona Bank Ltd.) October 2003    General Manager, IR Office, Planning Division, Resona Holdings, Inc. October 2005    General Manager, Corporate Communications Division, Resona Holdings, Inc. October 2009    General Manager, Osaka Public Affairs Division, Resona Bank, Ltd. April 2014      Manager, Human Resources Division, Resona Bank, Ltd. April 2015-present    Joined the Company Assistant to Chief Officer of General Affairs & Human Resources	3,000

Notes:

1. There is no special interest between the nominee Mr. Akio Umeda and the Company.
2. \* denotes newly appointed nominee for the position of Corporate Auditor.

## **Instructions on Exercising Voting Rights through Electromagnetic Devices (Internet, etc.)**

### **1. Exercise of Voting Rights via the Internet**

#### **(1) Procedures**

- 1) Please visit the Voting Site designated by the Company, at: <http://www.web54.net>
- 2) Enter the “Voting Rights Exercise Code” shown at the lower right of the Voting Rights Exercise Form, and press the “Log-in” button.
- 3) Enter the password shown at the lower right of the Voting Rights Exercise Form, and reset your own password.
- 4) Enter your vote for/against proposals according to the instructions on the screen, and submit your vote.

#### **(2) Cautionary notes**

- 1) Please exercise your voting rights via the Internet by 5:00 p.m. (JST) on June 24, 2015 (Wednesday).
- 2) Please note that there is no mobile version of the website.
- 3) In the event that a voting right is exercised both in writing and via the Internet, the vote cast via the Internet shall be accepted as the valid vote.
- 4) In the event that a voting right is exercised via the Internet more than once, the vote cast last shall be accepted as the valid vote.
- 5) Please store with caution a portion of the Voting Rights Exercise Form on which Voting Right Exercise Code is printed and do not forget the password you entered.  
Please be noted that the Company will not respond to inquiries on the Voting Right Exercise Code and password.
- 6) Please note that any costs arising from accessing the Voting Site shall be borne by the shareholder.

#### **(3) Contacts**

Sumitomo Mitsui Trust Bank Stock Transfer Agency web support (exclusive number)  
Toll Free Number: 0120 (652) 031 (9:00 to 21:00 (JST))

### **2. Information for institutional investors:**

If nominee shareholders such as trust and custody services banks (including standing proxies) make prior application to use the platform for the electronic exercise of voting rights, such shareholders may use the said platform as an electromagnetic method for exercising voting rights at the General Meeting of Shareholders of the Company.