

June 18, 2019

**Notice on the Resolutions by**  
**the Fiscal Year 2019 (the 56th FY) Annual General Meeting of Shareholders**

Dear Our Shareholders

We are pleased to inform you that at the Fiscal Year 2019 (the 56th FY) Annual General Meeting of Shareholders of Tokyo Electron Limited was held today, two reports were made and six items were resolved as follows:

**Reports**

- 1. Report on the business report, the consolidated financial statements for FY2019 (the 56th FY; from April 1, 2018 to March 31, 2019), and the reports of Accounting Auditors and the Audit & Supervisory Board on the results of audits for consolidated financial statements.**
- 2. Report on the financial statements for FY2019 (the 56th FY; from April 1, 2018 to March 31, 2019.)**

The two reports above were made at the meeting.

**Resolved items**

**Proposed item No.1: Election of Eleven Corporate Directors**

The proposed item was approved and resolved as submitted, and Tetsuo Tsuneishi, Toshiki Kawai, Sadao Sasaki, Tatsuya Nagakubo, Kiyoshi Sunohara, Yoshikazu Nunokawa, Seisu Ikeda, Yoshinobu Mitano, Charles Ditmars Lake II, Michio Sasaki and Makiko Eda were elected and assumed office as Corporate Directors. Charles Ditmars Lake II, Michio Sasaki and Makiko Eda are Outside Directors as stipulated in Article 2 Item 15 of the Companies Act.

**Proposed item No.2: Election of Two Audit & Supervisory Board Members**

The proposed item was approved and resolved as submitted, and Yoshiteru Harada and Kazushi Tahara were elected and assumed office as Audit & Supervisory Board Members.

**Proposed item No.3: Payment of Bonuses to Corporate Directors for the 56<sup>th</sup> Fiscal Year**

The proposal of paying 2,271.5 million yen (including 55 million yen for outside Directors) cash bonuses to Twelve Corporate Directors (including three outside Directors) in office at the end of the 56th fiscal year as the cash bonus portion of annual performance-linked compensation was approved and resolved as submitted.

**Proposed item No.4: Issuance of Share Subscription Rights as Stock-Based Compensation to Corporate Directors**

The proposal of granting share subscription rights as the stock option (stock-based compensation) portion of annual performance-linked compensation of no more than 1,638.3 million yen and a total of not more than 115,800 shares to seven Corporate Directors (excluding three outside Directors, and excluding a Director who was Audit & Supervisory Board Member in 56th fiscal year) and authorizing the Board of Directors to make resolutions related to solicitation of applications for the share subscription rights in accordance with the provisions of Articles 236, 238, and 239 of the Companies Act was approved and resolved as submitted.

**Proposed item No.5: Issuance of Share Subscription Rights as Stock-Based Compensation to Executives of the Company and its Subsidiaries**

The proposal of authorizing the Board of Directors to make resolutions related to solicitation of applications for the share subscription rights to be issued as stock option (stock-based compensation) to executive officers and senior employees of the Company and corporate directors and executive officers, senior employees of its subsidiaries in a total of not more than 244,600 shares was approved and resolved as submitted.

**Proposed item No.6: Revision of Amount of Compensation to Outside Directors**

The proposal of revising the maximum total amount of fixed basic compensation for outside Directors per fiscal year to 60 million yen was approved and resolved as submitted. Furthermore, TEL does not change the maximum total amount of compensation (750 million yen per fiscal year) for Corporate Directors (including outside Directors).

[Reference]

At the meeting of the Board of Directors held after the Annual General Meeting of Shareholders, Representative Directors and Directors with the title were elected and took office, and at the meeting of the Audit & Supervisory Board, full-time Audit & Supervisory Board Members were elected and took office. The new organization of Corporate Directors and Audit & Supervisory Board Members were determined as follows:

Tetsuo Tsuneishi	Representative Director, Chairman of the Board
Toshiki Kawai	Representative Director, President and CEO
Sadao Sasaki	Corporate Director
Yoshikazu Nunokawa	Corporate Director
Tatsuya Nagakubo	Corporate Director
Kiyoshi Sunohara	Corporate Director
Seisu Ikeda	Corporate Director
Yoshinobu Mitano	Corporate Director
Charles Ditmars Lake II	Corporate Director
Michio Sasaki	Corporate Director
Makiko Eda	Corporate Director
Yoshiteru Harada	(Full-time) Audit & Supervisory Board Member
Kazushi Tahara	(Full-time) Audit & Supervisory Board Member
Takatoshi Yamamoto	Audit & Supervisory Board Member
Ryuji Sakai	Audit & Supervisory Board Member
Kyosuke Wagai	Audit & Supervisory Board Member

(NOTE)

Corporate Directors Charles Ditmars Lake II, Michio Sasaki, and Makiko Eda are outside Directors.

Audit & Supervisory Board Members Takatoshi Yamamoto, Ryuji Sakai and Kyosuke Wagai are outside Audit & Supervisory Board Members.

Sincerely yours,

Toshiki Kawai

President and CEO

Tokyo Electron Limited

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