

Please note that the following is an unofficial English translation of the Japanese original text of the 63rd Ordinary General Meeting of Shareholders of Hamamatsu Photonics K.K. This translation is provided for reference and convenience purposes only and without any assurance as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 6965)

November 25, 2010

To Our Shareholders

Akira Hiruma, President and CEO  
Hamamatsu Photonics K.K.  
1126-1, Ichino-cho, Higashi-ku  
Hamamatsu City, Shizuoka Prefecture

## NOTICE OF CONVOCATION OF THE 63rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of Hamamatsu Photonics K.K. (the “Company”), to be held as follows.

**If you are unable to attend the meeting, you may exercise your voting rights by one of the following methods. Please read the attached REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, and exercise your voting rights by 5:00 p.m., Thursday, December 16, 2010, Japan Time.**

### **[Exercise of Voting Rights in Writing]**

Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form, and return it so that it will reach us by the above exercise deadline.

### **[Exercise of Voting Rights by Electronic Means (via the Internet, etc.)]**

Please access the Website for the Exercise of Voting Rights designated by the Company (<http://www.web54.net>), enter the Voting Rights Exercise Code and Password, both of which are indicated on the enclosed Voting Rights Exercise Form, and then enter your approval or disapproval of each of the proposals following the guidance on the screen by the above deadline.

For the exercise of voting rights by electronic means (via the Internet, etc.), please refer to “Guide to the Exercise of Voting Rights by Electronic Means (via the Internet, etc.)” on page 5.

- 1. Time and Date:** 10:00 a.m., Friday, December 17, 2010
- 2. Place:** ACT CITY HAMAMATSU Concert Hall  
111-1, Itaya-machi, Naka-ku, Hamamatsu City,  
Shizuoka Prefecture

### **3. Agenda of the Meeting:**

- Matters to be reported:**
1. Reports on the Business Report and the Consolidated Financial Statements for the 63rd Fiscal Year (from October 1, 2009, to September 30, 2010), as well as Results of the Audits of the Consolidated Financial Statements by the Independent Auditors and the Board of Corporate Auditors
  2. Report on the Non-consolidated Financial Statements for the 63rd Fiscal Year (from October 1, 2009, to September 30, 2010)

**Matters to be resolved:**

- Proposal No. 1: Appropriation of Surplus  
Proposal No. 2: Election of One (1) Director  
Proposal No. 3: Presentation of Condolence Money for the late Yoshiji Suzuki, former Managing Director

### **4. Matters Regarding the Exercise of Voting Rights:**

- (1) If there is no indication of approval or disapproval of the proposal on your Voting Rights Exercise Form, the Company shall deem that you have indicated your approval of the proposal.
- (2) If you have exercised your voting rights more than once by electronic means (via the Internet, etc.), only the final exercise of the voting rights shall be deemed as effective.
- (3) If you have exercised your voting rights both by electronic means (via the Internet, etc.) and the Voting Rights Exercise Form, only the exercise of the voting rights by electronic means (via the Internet, etc.) shall be deemed effective.
- (4) If you wish to exercise your voting rights by proxy on the day of the general meeting of shareholders, you may entrust its exercise to a single shareholder other than you who is also a shareholder of the Company with voting rights. In this case, a document certifying the relevant power of representation shall be presented together with your Voting Rights Exercise Form.

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- 1. For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting.**
  - 2. If any amendment is made to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS or any attachments, the amended information will be posted on the Company's Website (<http://www.hamamatsu.com/ja/ir/index.html>).**

## **REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS**

### **Proposals and References**

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

The Company hereby proposes to appropriate the surplus as described below.

##### **1. Matters Regarding Fiscal Year-end Dividend**

The Company places the highest priority on distribution of results through dividends as a measure of returning profits to shareholders. Therefore, our dividend policy centers on efforts to increase dividends steadily by the continuous increase of net income per share through the further enhancement and reinforcement of the Company's profitability based on a long-term perspective.

On the other hand, the Company deems that maintaining a high level of retained earnings is vital for it to establish its status as a leading company in photonics, as technical developments to increase its corporate value in the long term and investments for growth to generate new photon-based industries are indispensable.

Based on this policy, the Company proposes a year-end dividend of 22 yen per share for the 63rd fiscal year ended September 30, 2010, after thoroughly reviewing various factors including its financial results. The amount of annual dividend will be 40 yen per share including an interim dividend (18 yen per share) that was already paid, which is 10 yen more than that for the previous fiscal year.

(1) Type of property for dividends:

Cash

(2) Allotment of property for dividends and total amount thereof:

22 yen per share of common stock of the Company for a total of 1,771,648,538 yen

(3) Effective date for distribution of dividends from surplus:

December 20, 2010

##### **2. Other Matters Regarding Appropriation of Surplus**

To reinforce its management base to prepare for business developments in the future, the Company proposes to make an account transfer as follows.

(1) Item of surplus to be increased and amount thereof:

General reserve: 6,000,000,000 yen

(2) Item of surplus to be decreased and amount thereof:

Retained earnings brought forward: 6,000,000,000 yen

### **Proposal No. 2: Election of One (1) Director**

With the aim of further reinforcement of management, the Company proposes the election of one (1) Director.

The candidate for Director is as follows.

Name (Date of Birth)	Brief History, Positions and Responsibilities in the Company (Significant Positions Concurrently Held)	Number of Shares of the Company Held
Kenji Yoshida (December 15, 1948)	Mar. 1971 Joined the Company May 1988 President, HAMAMATSU PHOTONICS UK LIMITED, a UK subsidiary of the Company Jun. 1997 General Manager, President Office of the Company Aug. 2003 Senior General Manager, President Office of the Company (present)	6,000

- Notes:
1. Pursuant to the provision of the Articles of Incorporation of the Company, the term of office of the candidate for Director, Kenji Yoshida, will run until the conclusion of the present Directors' terms of office.
  2. In addition to the shares indicated above, the candidate for Director, Kenji Yoshida, holds 40,356 shares of the Company through Employee Shareholding Association of Hamamatsu Photonics K.K.

### **Proposal No. 3: Presentation of Condolence Money for the late Yoshiji Suzuki, former Managing Director**

In recognition of services during his term of office, the Company proposes to present condolence money to the bereaved family of the late Yoshiji Suzuki, former Managing Director, who passed away on November 11, 2010. The payment shall be made within a certain amount based on the Company's criteria, in lieu of retirement benefits.

The Company kindly asks its shareholders to allow deliberation by the Board of Directors with regard to the specific amount, time and method of payment, etc.

A brief history of the late Yoshiji Suzuki, former Managing Director, is as follows.

Name	Brief History
Yoshiji Suzuki	Dec. 1982 Director of the Company Dec. 1991 Managing Director of the Company Nov. 2010 Passed away

## **Guide to the Exercise of Voting Rights by Electronic Means (via the Internet, etc.)**

### **1. To Shareholders Using Electronic Means (via the Internet, etc.):**

Please read the following information carefully before exercising your voting rights using electronic means (via the Internet, etc.).

- 1) You may exercise your voting rights using electronic means (via the Internet, etc.), which is only available on the Website for the Exercise of Voting Rights designated by the Company (<http://www.web54.net>). This website is inaccessible from mobile phones. Please note that the ability to exercise your voting rights on the Website above is dependent upon your Internet environment.
- 2) You will need the Voting Rights Exercise Code and Password, both of which are indicated on the right-hand side of the enclosed Voting Rights Exercise Form, to exercise your voting rights using electronic means (via the Internet, etc.). The code and password are applicable only for this General Meeting of Shareholders. Your password will be locked and rendered invalid after certain incorrect password attempts. If you wish to create a new one, please follow the guidance on the screen appearing on the Website for the Exercise of Voting Rights.
- 3) For the purpose of timely vote tabulation, we request that you exercise your voting rights using electronic means (via the Internet, etc.) by 5:00 p.m., Thursday, December 16, 2010, Japan Time, which is the day before the General Meeting of Shareholders.
- 4) If you have exercised your voting rights more than once by electronic means (via the Internet, etc.), only the final exercise of the voting rights shall be deemed as effective.
- 5) If you have exercised your voting rights both by electronic means (via the Internet, etc.) and the Voting Rights Exercise Form, only the exercise of the voting rights by electronic means (via the Internet, etc.) shall be deemed effective.
- 6) Please be noted that any fees incurred by accessing the Website for the Exercise of Voting Rights are the responsibility of shareholders.

**Inquiries regarding the exercise of voting rights by electronic means  
(via the Internet, etc.):**

Securities Agency Web Support  
The Chuo Mitsui Trust and Banking Corporation  
Telephone: 0120-65-2031  
Business hours: 9:00 – 21:00  
(except Saturdays, Sundays and national holidays)

### **2. To Institutional Investors:**

With a preliminary application, nominee shareholders of custodian banks (standing proxies included) can use the platform for the said electronic means at the Company's General Meeting of Shareholders.

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