

Please note that the following is an unofficial English translation of the Japanese original text of the 64th 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 30, 2011

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 64th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 64th 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., Wednesday, December 21, 2011, 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 exercise 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 9.

- 1. Time and Date:** 10:00 a.m., Thursday, December 22, 2011
- 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 64th Fiscal Year (from October 1, 2010, to September 30, 2011), 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 64th Fiscal Year (from October 1, 2010, to September 30, 2011)

Matters to be resolved:

- Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of 14 Directors
Proposal No. 3: Granting Retirement Benefits to a Retiring 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. Please note that “Systems to Ensure the Propriety of Business Operations” of the Business Report, “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements and “Notes to the Non-consolidated Financial Statements” of the Non-consolidated Financial Statements, which are generally provided with this Notice of Convocation of the Ordinary General Meeting of Shareholders, are not attached herein. Instead, these are published on our website (<http://www.hamamatsu.com/ja/ir/index.html>) in accordance with the applicable

laws and regulations and Article 15 of the Articles of Incorporation (Japanese only).

3. 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 64th fiscal year ended September 30, 2011, after thoroughly reviewing various factors including its financial results. The amount of annual dividend will be 44 yen per share including an interim dividend (22 yen per share) that was already paid, which is 4 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 1,771,643,742 yen

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

December 26, 2011

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: 9,000,000,000 yen

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

Retained earnings brought forward: 9,000,000,000 yen

Proposal No. 2: Election of 14 Directors

The terms of office of all 14 current Directors will expire at the conclusion of the Meeting. Accordingly, it is proposed that 14 Directors be elected.

The candidates for Director are as follows.

No.	Name (Date of Birth)	Brief History, Positions and Responsibilities in the Company (Significant Positions Concurrently Held)	Number of Shares of the Company Held
1	Teruo Hiruma (September 20, 1926)	Sep. 1953 Director, the Company Nov. 1964 Representative Director and Senior Managing Director Oct. 1978 Representative Director and President Dec. 2004 Representative Director, Chairman of the Board and President Dec. 2009 Director and Chairman of the Board (present) [Status of significant concurrent positions] Director and Chairman of the Board, Research Foundation for Opto-Science and Technology President, Hamamatsu Medical Photonics Foundation	1,975,242
2	Akira Hiruma (November 10, 1956)	Oct. 1984 Joined the Company Oct. 2005 President, HAMAMATSU CORPORATION Dec. 2009 Representative Director and President (present) [Status of significant concurrent positions] Director and President, PHOTONICS MANAGEMENT CORP. Director, HAMAMATSU CORPORATION Director and President, Research Foundation for Opto-Science and Technology President, The Graduate School for the Creation of New Photonics Industries	74,000
3	Haruji Ohtsuka (October 1, 1934)	Nov. 1953 Joined the Company Dec. 1977 Director Dec. 1980 Managing Director Dec. 1987 Senior Managing Director Aug. 1993 Representative Director and Vice President Dec. 2004 Director and Vice Chairman of the Board Dec. 2009 Representative Director and Vice President (present)	1,029,828
4	Koei Yamamoto (October 20, 1945)	Mar. 1970 Joined the Company Jan. 1985 General Manager, Solid State Division (present) Dec. 1985 Director Dec. 1987 Managing Director Dec. 2004 Senior Managing Director Jul. 2005 Representative Director and Senior Managing Director (present)	44,100

No.	Name (Date of Birth)	Brief History, Positions and Responsibilities in the Company (Significant Positions Concurrently Held)	Number of Shares of the Company Held
5	Junichi Takeuchi (September 12, 1942)	Apr. 1958 Joined the Company Oct. 1988 General Manager, Electron Tube Division No. 1 Dec. 1989 Director Dec. 1993 Managing Director (present) Dec. 2003 General Manager, Electron Tube Division (present)	102,700
6	Hitoshi Iida (December 18, 1946)	Mar. 1971 Joined the Company Dec. 2007 General Manager, System Division (present) Dec. 2008 Director Dec. 2010 Managing Director (present)	58,100
7	Hirofumi Uchiyama (July 19, 1943)	Apr. 1977 Joined the Company Dec. 1999 Director (present) Dec. 2010 General Manager, Power Laser R&D Group (present)	12,300
8	Takashi Koike (December 23, 1944)	Mar. 1960 Joined the Company Dec. 1991 General Manager, Tokyo Branch Office (present) Dec. 1999 Director (present)	33,450
9	Tadahiko Shimazu (October 13, 1947)	Mar. 1970 Joined the Company Jan. 2002 General Manager, Finance Division Dec. 2008 Director (present) General Manager, Accounting Division (present)	21,700
10	Kenji Suzuki (March 22, 1948)	Mar. 1966 Joined the Company Oct. 1997 General Manager, Manufacturing Group 5, Electron Tube Division No. 2 Dec. 2009 Director (present) Deputy General Manager, Electron Tube Division (present)	41,800
11	Mitsutaka Takemura (May 6, 1948)	Mar. 1973 Joined the Company Oct. 2006 General Manager, Department of Solid State Development, Solid State Division Dec. 2009 Director (present) Deputy General Manager, Solid State Division (present)	8,100
12	Tsutomu Hara (March 22, 1952)	Jun. 1979 Joined the Company Oct. 2006 Deputy General Manager, Central Research Laboratory Dec. 2009 Laboratory Nov. 2010 Director (present) General Manager, Central Research Laboratory (present)	3,700
13	Kenji Yoshida (December 15, 1948)	Mar. 1971 Joined the Company Jun. 1997 General Manager, President Office (present) Dec. 2010 Director (present)	46,500
14	Soichiro Okudaira (April 19, 1956)	Jun. 2008 Managing Officer, TOYOTA MOTOR CORPORATION (present)	0

- Notes:
1. Special interest relationship between the Company and the candidates for Director
 - (1) Teruo Hiruma, candidate for Director, concurrently serves as
 - 1) Director and Chairman of the Board, Research Foundation for Opto-Science and Technology, which has transactional relationships with the Company such as monetary contributions.
 - 2) Representative Director and Chairman of the Board, Iwata Grand Hotel, which has transactional relationships with the Company such as the Company using its hotel facilities. The Company's time deposit has been designated as collateral for borrowings of the hotel at a financial institution.
 - 3) President, Hamamatsu Medical Photonics Foundation, which has transactional relationships with the Company such as monetary contributions and building rental.
 - (2) Akira Hiruma, candidate for Director, concurrently serves as
 - 1) Director and President, Research Foundation for Opto-Science and Technology, which has transactional relationships with the Company such as monetary contributions.
 - 2) Representative Director and President, Iwata Grand Hotel, which has transactional relationships with the Company such as the Company using its hotel facilities. The Company's time deposit has been designated as collateral for borrowings of the hotel at a financial institution.
 - 3) President, The Graduate School for the Creation of New Photonics Industries, which has transactional relationships with the Company such as monetary contributions and sales of electronic components.
 - (3) Junichi Takeuchi, candidate for Director, concurrently serves as
 - 1) President, BEIJING HAMAMATSU PHOTON TECHNIQUES INC., which has transactional relationships with the Company such as sales and purchase of electronic components.
 - 2) President, Photonics Group Health Insurance Association, which collects information and conducts surveys for the Company concerning the Company's medical care related business.
 - (4) There are no special interest relationships between the Company and the other candidates for Director.
 2. Matters related to Outside Directors
 - (1) Soichiro Okudaira, candidate for Director, is a candidate for Outside Director.
 - (2) We propose the election of Soichiro Okudaira as Outside Director. Mr. Okudaira is a Managing Officer of TOYOTA MOTOR CORPORATION. Based on his ample knowledge and experience, the Company expects him to provide well-informed advice, which will contribute to further reinforcing the Company's management structure.

Proposal No. 3: Granting Retirement Benefits to a Retiring Director

We hereby propose that retirement benefits be presented to Outside Director Shinzou Kobuki, who is retiring from his office at the conclusion of this Ordinary General Meeting of Shareholders due to the expiration of his term of office, in commendation for his outstanding service to the Company to date, at a total amount of ¥480,000, which was calculated in accordance with the Company's relevant standards.

We also propose that the timing and method of payment of the benefits to Mr. Kobuki be at the discretion of the Board of Directors.

The brief personal history of said retiring director is as follows:

Name	Brief History
Shinzo Kobuki	Dec. 2007 Outside Director (present)

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., Wednesday, December 21, 2011, 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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