

June 19, 2018

Notice on the Resolutions by
the Fiscal Year 2018 (the 55th FY) Annual General Meeting of Shareholders

Dear Our Shareholders

We are pleased to inform you that at the Fiscal Year 2018 (the 55th FY) Annual General Meeting of Shareholders of Tokyo Electron Limited was held today, two reports were made and five items were resolved as follows:

Reports

- 1. Report on the business report, the consolidated financial statements for FY2018 (the 55th FY; from April 1, 2017 to March 31, 2018), 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 FY2018 (the 55th FY; from April 1, 2017 to March 31, 2018.)**

The two reports above were made at the meeting.

Resolved items

Proposed item No.1: Election of Twelve Corporate Directors

The proposed item was approved and resolved as submitted, and Tetsuo Tsuneishi, Toshiki Kawai, Hirofumi Kitayama, Masami Akimoto, Tetsuro Hori, Sadao Sasaki, Tatsuya Nagakubo, Kiyoshi Sunohara, Tetsuro Higashi, Hiroshi Inoue, Charles Ditmars Lake II and Michio Sasaki were elected and assumed office as Corporate Directors. Hiroshi Inoue, Charles Ditmars Lake II and Michio Sasaki are Outside Directors as stipulated in Article 2 Item 15 of the Companies Act.

**Proposed item No.2: Payment of Bonuses to Corporate Directors for the 55th
Fiscal Year**

The proposal of paying 1,980 million yen (including 38 million yen for outside Directors) cash bonuses to Twelve Corporate Directors (including two outside Directors) in office at the end of the 55th fiscal year as the cash bonus portion of annual performance-linked compensation was approved and resolved as submitted.

**Proposed item No.3: Issuance of Share Subscription Rights as Stock-Based
Compensation to Corporate Directors**

The proposal of granting share subscription rights as the stock-based compensation (stock option) portion of annual performance-linked compensation of no more than

1,819 million yen annually to Corporate Directors (excluding outside Directors) 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.4: 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-based compensation (stock option) to executive officers and senior employees of the Company and corporate directors and executive officers, senior employees of its subsidiaries 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: Introduction of a Stock Compensation System as Medium-term Performance-linked Compensation for Corporate Directors of the Company

The proposal of introducing a new medium-term performance-linked stock-based compensation plan for Corporate Directors (excluding outside Directors), as an incentive plan that links compensation to medium-term performance and contributing total of 480 million yen for each covered period of three fiscal years was approved and resolved as submitted.

[Reference1]

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
Hirofumi Kitayama	Corporate Director
Masami Akimoto	Corporate Director
Tetsuro Hori	Corporate Director
Sadao Sasaki	Corporate Director
Tatsuya Nagakubo	Corporate Director
Kiyoshi Sunohara	Corporate Director
Tetsuro Higashi	Corporate Director, Corporate Advisor
Hiroshi Inoue	Corporate Director
Charles Lake	Corporate Director
Michio Sasaki	Corporate Director
Yoshiteru Harada	(Full-time) Audit & Supervisory Board Member
Yoshikazu Nunokawa	(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 Hiroshi Inoue, Charles Lake and Michio Sasaki 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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