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Securities Code: 6005

June 14, 2016

To Our Shareholders:

Daisuke Miyauchi
President
MIURA CO.,LTD.
7 Horiecho, Matsuyama-shi, Ehime

Notice of the 58th Annual General Meeting of Shareholders

You are cordially invited to attend the 58th Annual General Meeting of Shareholders of MIURA CO.,LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 28, 2016 (JST).

1. **Date and Time:** Wednesday, June 29, 2016, at 10:00 a.m. (Reception starts at 9:30 a.m.) (JST)
2. **Venue:** Large conference room, first floor, Miura Training Institute
1165-1 Horiecho, Matsuyama-shi, Ehime
 - In the event that the room above becomes full, directions will be given to additional room, and we ask for your understanding in this regard.

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 58th fiscal year (from April 1, 2015 to March 31, 2016), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2015 to March 31, 2016)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Eleven (11) Directors Excluding Directors Who Are Audit and Supervisory Committee Members

4. Instructions concerning the exercise of voting rights

(1) Exercise of voting rights in writing

Please indicate your approval or disapproval for each proposal on the enclosed voting card, and send back the card so that it will arrive by 5:30 p.m. on Tuesday, June 28, 2016 (JST).

(2) Exercise of voting rights via the Internet, etc.

Please access the website designated by the Company for exercise of voting rights (<http://www.web54.net>) and enter your approval or disapproval for each proposal in accordance with instructions on the screen using the “voting rights exercise code” and “password” indicated on the enclosed voting card by no later than 5:30 p.m. on Tuesday, June 28, 2016 (JST).

If the voting rights are exercised multiple times via the Internet, etc. and in writing, only the exercise of the voting rights via the Internet, etc. shall be valid.

If the voting rights are exercised multiple times via the Internet, etc., only the last exercise of the voting rights shall be valid.

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- When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception at the Meeting.
 - On the day of the Meeting, the Company personnel will be dressed “cool-biz” style, or in suits without neckties. We invite all shareholders to dress casually.
 - The following documents are posted on the website of the Company (http://www.miuraz.co.jp/ir/general_meeting.html) pursuant to the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, and not stated on the attached documents to this notice (Japanese only).
 - (i) Notes to Consolidated Financial Statements
 - (ii) Notes to Non-consolidated Financial Statements

Therefore, the attached documents to this notice are a part of the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Financial Auditor and the Audit and Supervisory Committee in preparing their respective audit reports.

- If any changes are made to the attached documents and Reference Documents for the General Meeting of Shareholders, such changes will be posted on the website of the Company (http://www.miuraz.co.jp/ir/general_meeting.html).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Based on the basic policy to maintain stable dividends, and endeavor to enhance internal reserves in order to strengthen the management foundation and provide for future business expansion while providing appropriate return of profits in line with consolidated business performance, the Company proposes the appropriation of surplus for the fiscal year ended March 31, 2016 as follows.

1. Year-end dividends
 - i) Type of dividend property
Cash
 - ii) Allotment of dividend property and their aggregate amount
¥11 per common share of the Company
Total amount of dividend: ¥1,237,530,701
 - iii) Effective date of dividends of surplus
June 30, 2016
2. Other appropriation of surplus
 - i) Item of surplus to be decreased and amount of decrease
Retained earnings brought forward: ¥8,000,000,000
 - ii) Item of surplus to be increased and amount of increase
General reserve: ¥8,000,000,000

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

The purpose of this proposal is to further utilize the executive officer system introduced since April 1, 2004, by deleting the provision concerning the Director with title from current Articles of Incorporation.

Directors will supervise over prompt management decision-making and execution of operations as members of the Board of Directors, while Executive Officers will execute operations, flexibly responding to changes in the business environment surrounding the Company as well as to expansion and diversification of the business fields. Positions with title including the President and Senior Managing Directors are scheduled to be changed to positions with title as Executive Officers.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined portions indicate the proposed changes)

Current Articles of Incorporation	Proposed amendments
<p>Chapter 3 General Meeting of Shareholders</p> <p>Article 11 to Article 12 (Provisions omitted) (Person Authorized to Convene Meetings and Chairperson)</p> <p>Article 13</p> <p>1. Except as otherwise provided by laws and regulations, the general meeting of shareholders shall be convened and presided over by <u>the President in accordance with a resolution of the Board of Directors.</u></p> <p>2. Should <u>the President</u> fail or be unable to convene or preside over any general meetings of shareholders, one of the other Directors shall act in his/her place in accordance with the order determined in advance by the Board of Directors.</p> <p>Article 14 to Article 16 (Provisions omitted)</p>	<p>Chapter 3 General Meeting of Shareholders</p> <p>Article 11 to Article 12 (Unchanged) (Person Authorized to Convene Meetings and Chairperson)</p> <p>Article 13</p> <p>1. Except as otherwise provided by laws and regulations, the general meeting of shareholders shall be convened and presided over by <u>the Representative Director appointed in advance by the Board of Directors.</u></p> <p>2. Should <u>such Representative Director</u> fail or be unable to convene or preside over any general meetings of shareholders, one of the other Directors shall act in his/her place in accordance with the order determined in advance by the Board of Directors.</p> <p>Article 14 to Article 16 (Unchanged)</p>
<p>Chapter 5 Board of Directors (Representative Director <u>and Director with title</u>)</p> <p>Article 22</p> <p>1. The Board of Directors shall appoint a certain number of Representative Directors from among the Directors excluding Directors who are Audit and Supervisory Committee Members.</p> <p>2. <u>The Board of Directors shall appoint the Chairman of the Board and President, and a certain number of Vice Chairmen of the Board, Vice Presidents, Senior Managing Directors and Executive Managing Directors from among the Directors excluding Directors who are Audit and Supervisory Committee Members by its resolution.</u></p>	<p>Chapter 5 Board of Directors (Representative Director)</p> <p>Article 22</p> <p>(Unchanged)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed amendments
<p>(Person Authorized to Convene Meetings of the Board of Directors and Chairperson)</p> <p>Article 23</p> <p>1. Except as otherwise provided by laws and regulations, the meeting of the Board of Directors shall be convened and presided over by <u>the President</u>.</p> <p>2. Should <u>the President</u> fail or be unable to convene or preside over any meeting of the Board of Directors, one of the other Directors shall act in his/her place in accordance with the order determined in advance by the Board of Directors.</p> <p>Article 24 to Article 27 (Provisions omitted)</p>	<p>(Person Authorized to Convene Meetings of the Board of Directors and Chairperson)</p> <p>Article 23</p> <p>1. Except as otherwise provided by laws and regulations, the meeting of the Board of Directors shall be convened and presided over by <u>Representative Director appointed in advance by the Board of Directors</u>.</p> <p>2. Should <u>such Representative Director</u> fail or be unable to convene or preside over any meeting of the Board of Directors, one of the other Directors shall act in his/her place in accordance with the order determined in advance by the Board of Directors.</p> <p>Article 24 to Article 27 (Unchanged)</p>

Proposal No. 3: Election of Eleven (11) Directors Excluding Directors Who Are Audit and Supervisory Committee Members

The term of office of all eleven (11) Directors excluding Directors who are Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eleven (11) Directors excluding Directors who are Audit and Supervisory Committee Members.

The candidates are as follows:

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
1	Yuji Takahashi (Nov.11, 1953)	<p>Apr. 1976 Joined the Company</p> <p>Jun. 2000 Director General Manager of Kanto Branch</p> <p>Aug. 2002 General Manager of Eastern Japan Sales Division</p> <p>Jan. 2003 General Manager of Eastern Japan Maintenance Division</p> <p>Aug. 2003 Director of Boiler Business Headquarters</p> <p>Jan. 2004 Senior Managing Director</p> <p>Apr. 2004 Representative Director, President & CEO, Executive Officer</p> <p>Apr. 2016 Representative Director, Chairman (to present)</p> <p>(Important concurrent positions at other organizations) Representative Director, Japan Small Once Through Boiler Association</p>	94,501 shares
<p>Reason for the nomination as a candidate for Director The candidate has assumed the work responsibilities as Representative Director, Chairman since April 2016 based on his 12-year administrative experience as Representative Director, President & CEO. The Company requests his re-election as Director since it considers that his ample experience and knowledge on the management of the Company can be utilized for its management.</p>			
2	Daisuke Miyauchi (Jun. 29 1962)	<p>Apr. 1997 Joined the Company</p> <p>Jul. 2000 President, MIURA BOILER WEST,INC.</p> <p>Jan. 2006 General Manager of Chubu Management Center, the Company</p> <p>Jul. 2008 General Manager of System Innovation Division</p> <p>Jul. 2009 Executive Officer</p> <p>Jan. 2010 Deputy Director of Eastern Japan Business Headquarters Deputy Director of New Business Development Headquarters</p> <p>Jun. 2010 Director Director of Metropolitan Area Business Headquarters</p> <p>Jul. 2012 Director of Aqua Business Headquarters Director of Environmental Business Headquarters</p> <p>Jul. 2014 Director of Americas Business Headquarters</p> <p>Apr. 2016 Representative Director, President & CEO, Executive Officer (to present)</p>	53,202 shares
<p>Reason for the nomination as a candidate for Director The candidate has been controlling the Company's overall management as Representative Director, President & CEO since April 2016, making use of his ample experience and past results accumulated in Japan and abroad. The Company requests his re-election as Director since it considers that his broad view as the corporate manager can be utilized for its overall management and further globalization.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
3	Masakatsu Nishihara (Dec. 16, 1956)	Aug. 1978 Joined the Company Apr. 2004 General Manager of Tokyo Branch Oct. 2004 CEO of KOREA MIURA CO.,LTD. Jul. 2008 Executive Officer, the Company Jul. 2009 General Manager of Asian Division Jun. 2010 Director Director of Asia Business Headquarters Jul. 2012 Director of International Business Headquarters Jul. 2013 General Manager of Personnel Department (to present) Jun. 2014 Executive Managing Director, Executive Officer Jan. 2015 General Manager of General Affairs Department (to present) Apr. 2016 Representative Director, Senior Managing Director, Executive Officer (to present)	15,237 shares
		<p>Reason for the nomination as a candidate for Director The candidate has rich experience of execution of operations because he was engaged in the Company's overseas business centered on the Asia Business for many years and has been involved in its management from the position controlling the Personnel Department and the General Affairs Department, which are its core administrative units. In addition, he has assumed the work responsibilities as Representative Director since April 2016. The Company requests his re-election as Director since it considers that his wide experience and knowledge accumulated through his career can be utilized for its management.</p>	
4	Kimiaki Hosokawa (Apr. 16, 1957)	Apr. 1980 Joined the Company Mar. 1999 General Manager of Yokohama Branch Aug. 2003 General Manager of Kanto Management Center Apr. 2004 Executive Officer Jun. 2007 Director Deputy Director of Comprehensive Sales Headquarters Apr. 2008 Director of Eastern Japan Business Headquarters Jun. 2010 Director of Special Equipment Business Headquarters Director of Ship Machinery Department (to present) Executive Managing Director, Executive Officer (to present)	64,456 shares
		<p>(Important concurrent positions at other organizations) Representative Director and Chairman of MIURA MACHINE CO.,LTD.</p> <p>Reason for the nomination as a candidate for Director The candidate has wide experience of execution of operations in fields of the Boiler Business, the Special Equipment Business and the Ship Machinery Business in eastern Japan. The Company requests his re-election as Director since his experience and knowledge accumulated through his career can be utilized for its management.</p>	

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
5	Yasuo Ochi (Jul. 29, 1958)	<p>Apr. 1982 Joined the Company</p> <p>Jul. 2000 General Manager of Water Treatment Technical Department</p> <p>Jul. 2004 General Manager of DS Engineering Department</p> <p>Apr. 2005 General Manager of Sales Engineering Department</p> <p>Aug. 2006 Executive Officer</p> <p>Jun. 2007 Director Director of Technical Headquarters</p> <p>Jun. 2010 Executive Managing Director, Executive Officer (to present)</p> <p>Jul. 2012 Director of BP Business Headquarters</p> <p>Apr. 2014 Director of Western Japan Business Headquarters</p> <p>Jul. 2014 Director of Aqua Business Headquarters Director of Environmental Business Headquarters</p> <p>Apr. 2016 Director of Americas Business Headquarters (to present)</p> <p>(Important concurrent positions at other organizations) Representative Director and Chairman of MIURA AQUATEC CO.,LTD. Chairman of MIURA AMERICA CO.,LTD. President of MIURA INTERNATIONAL AMERICAS INC.</p>	31,856 shares
<p>Reason for the nomination as a candidate for Director The candidate has wide experience of execution of operations, including promotion of the domestic Boiler Business as a technical expert in product development and Director of BP Business Headquarters. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career as well as his leadership can be utilized for its management.</p>			
6	Hiroshi Fukushima (Jun. 15, 1956)	<p>Mar. 1978 Joined the Company</p> <p>Mar. 2001 General Manager of Osaka Branch</p> <p>Aug. 2003 General Manager of Kinki Management Center</p> <p>Nov. 2004 Executive Officer of MIURA INTERNATIONAL CO.,LTD.</p> <p>Jun. 2007 Director, the Company Director of MIURA INTERNATIONAL CO.,LTD.</p> <p>Apr. 2008 Executive Officer, the Company Director of International Business Headquarters</p> <p>Nov. 2009 President of MIURA NORTH AMERICA INC.</p> <p>Feb. 2013 Director of Americas Business Headquarters, the Company</p> <p>Jun. 2014 Executive Managing Director, Executive Officer (to present)</p> <p>Jul. 2014 Director of BP Business Headquarters Director of Western Japan Business Headquarters In charge of Business Headquarters in Eastern Japan, Metropolitan Area, MI, Chubu & Kinki (to present)</p> <p>Jul. 2015 In charge of BP Business Headquarters, Western Japan Business Headquarters (to present)</p>	26,030 shares
<p>Reason for the nomination as a candidate for Director The candidate has promoted the Company's global expansion based on his knowledge accumulated in Japan and been involved in the management as the leader of the International Business for many years, with ample experience of execution of operations. The Company requests his re-election as Director since it considers that his experience and knowledge on Japan and overseas countries accumulated through his career can be utilized for its management.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
7	Seigo Tange (Dec. 24, 1958)	<p>Oct. 1979 Joined the Company</p> <p>Oct. 1995 General Manager of Tokyo Seibu Branch</p> <p>Aug. 2003 General Manager of Ship Machinery Department</p> <p>Apr. 2004 Executive Officer of MIURA PROTEC CO.,LTD.</p> <p>Jun. 2007 Director, the Company (to present) Director of MIURA PROTEC CO.,LTD.</p> <p>Apr. 2008 Executive Officer, the Company (to present) Director of Ship Machinery Department</p> <p>Jun. 2010 Director of Production Headquarters (to present)</p> <p>(Important concurrent positions at other organizations) Representative Director and Chairman of MIURA KOUKI CO.,LTD. Representative Director and Chairman of MIURA MANUFACTURING CO.,LTD. Representative Director and Vice Chairman of MIURA AQUATEC CO.,LTD. Representative Director and Vice Chairman of MIURA MACHINE CO.,LTD.</p>	35,837 shares
<p>Reason for the nomination as a candidate for Director The candidate has wide experience of execution of operations as leader of the Ship Machinery Business and production unit. The Company requests his re-election as Director since his experience and knowledge accumulated through his career, particularly his leadership in the production unit, can be utilized for its management.</p>			
8	Takashi Morimatsu (Jul. 23, 1964)	<p>Apr. 1987 Joined the Company</p> <p>Aug. 2003 General Manager of Technical Department</p> <p>Jun. 2007 General Manager of Boiler Technical Division</p> <p>Jul. 2008 Executive Officer (to present)</p> <p>Jun. 2010 Director (to present)</p> <p>Jul. 2012 Director of Technical Headquarters (to present)</p>	20,044 shares
<p>Reason for the nomination as a candidate for Director The candidate has contributed to product development of the Company as a technical expert for many years and been involved in the management from the position controlling the Technical Department, with ample experience of execution of operations. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the technological field, can be utilized for its management.</p>			

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
9	Yoshihiro Kojima (Mar. 7, 1962)	Apr. 1982 Joined the Company Nov. 2001 General Manager of Nagoya MI Branch Apr. 2002 General Manager of Nagoya Branch Jan. 2003 General Manager of SHANGHAI MIURA BOILER CO.,LTD. Jan. 2004 Chairman of MIURA INDUSTRIES (SUZHOU) CO.,LTD. (to present) Jul. 2010 Executive Officer, the Company (to present) Deputy Director of Asia Business Headquarters Jun. 2013 Director (to present) Jul. 2013 Director of Asia Business Headquarters (to present) Apr. 2014 Chairman of KOREA MIURA CO.,LTD. (to present) Jan. 2015 Director of International Business Headquarters, the Company (to present) (Important concurrent positions at other organizations) Chairman of KOREA MIURA CO.,LTD. Chairman of MIURA INDUSTRIES (SUZHOU) CO.,LTD.	18,162 shares
		<p>Reason for the nomination as a candidate for Director With sales experience in Japan, the candidate has been engaged in the Asia Business focusing on China for many years and responsible for overall promotion of the International Business since 2015. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the International Business, can be utilized for its management.</p>	
10	Toshihide Harada (Nov. 11, 1957)	Nov. 1980 Joined the Company Jun. 1990 Manager of Nara Sales Office Jun. 2006 General Manager of Accounting Department (to present) Oct. 2010 General Manager of Management Planning Department (to present) Jul. 2011 Executive Officer (to present) Jan. 2015 General Manager of Lease Department (to present) Jun. 2015 Director (to present)	22,357 shares
		<p>Reason for the nomination as a candidate for Director The candidate has been engaged not only in the Accounting Department but also in domestic sales, and involved in the management as a manager of the administrative unit since 2015 based on his business experience. The Company requests his re-election as Director since it considers that his experience and knowledge accumulated through his career, particularly his expertise in accounting, can be utilized for its management.</p>	

Candidate No.	Name (Date of birth)	Summary of career, position and responsibilities within the Company, and important concurrent positions at other organizations	Number of the Company's shares owned
11	Tsuyoshi Yoneda (Oct. 22, 1968)	<p>Apr. 1991 Joined the Company</p> <p>Apr. 2005 General Manager of DS Engineering Department General Manager of DS Business Administrative Department</p> <p>Apr. 2008 General Manager of Water Treatment Technical Department</p> <p>Jun. 2009 General Manager of Water Treatment Technical Division</p> <p>Jan. 2010 General Manager of Aqua Strategy Division</p> <p>Jul. 2012 Executive Officer (to present) Deputy Director of Aqua Business Headquarters Deputy Director of Environmental Business Headquarters</p> <p>Apr. 2016 Director of Aqua Business Headquarters (to present) Director of Environmental Business Headquarters (to present)</p>	7,372 shares
<p>Reason for the nomination as a candidate for Director</p> <p>The candidate has been engaged in the Company's Aqua Business for many years and contributed to growth of this business as a technical expert and the strategic manager of the business. In addition, he has been responsible for the Environmental Business since 2012. The Company requests his election as Director since it considers that his experience and knowledge accumulated through his career, particularly his leadership in the Aqua Business and the Environmental Business, can be utilized for its management.</p>			

Notes: 1. There are no special interests between each candidate and the Company.

2. Mr. Tsuyoshi Yoneda is a new candidate.