

# Reference Document for the General Meeting of Shareholders

## Proposal 1: Distribution of retained earnings

At the Meeting, the following year-end dividend for FY2009 (April 1, 2009, to March 31, 2010) will be proposed as a means of answering the support of our shareholders while appropriating retained earnings to further enhance the Company's financial standing and prepare for future business expansion.

Please note that an interim dividend of ¥2 per share (total of ¥177,268,308) was distributed on December 14, 2009.

- (1) Type of dividend asset  
Cash
- (2) Allocation of dividend assets to shareholders and the total amount of allocation  
¥8 per share of common stock  
Total amount: ¥709,070,240
- (3) Effective date of distribution of the dividend  
June 18, 2010

## Proposal 2: Election of eight directors

The terms of office of all seven of the current directors will expire as of the end of the Meeting. Therefore, at the Meeting, the election of the following eight directors will be proposed to form a board comprising eight directors as a means of strengthening the Company's management structure.

Candidate number	Name (Date of birth)	Profile, positions and responsibilities and important concurrent positions	Ownership of the Company's shares
1	Tadashi Saegusa (September 22, 1944)	Jun 2001: Director, MISUMI Group Inc. Mar 2002: Executive Vice President, MISUMI Group Inc. Jun 2002: President and Representative Director, MISUMI Group Inc. Apr 2005: President and Representative Director, MISUMI Corporation Apr 2006: President and Representative Director, SURUGA SEIKI CO., LTD. Apr 2006: Representative Director, PROMICLOS Corporation Oct 2008 to present: Chairman and CEO, MISUMI Group Inc.	481,500 shares
2	Masayuki Takaya (March 21, 1963)	Jan 1999: Joined A.T. Kearney, Inc. Feb 2004: Joined MISUMI Group Inc. Jan 2005: Corporate Officer, MISUMI Group Inc. Jun 2005: Corporate Officer and Director, MISUMI Group Inc. Oct 2006: Senior Corporate Officer and Director, MISUMI Group Inc. Jun 2007: President and Representative Director, SURUGA SEIKI CO., LTD. Oct 2008 to present: President and Representative Director, MISUMI Group Inc. Oct 2008 to present: President and Representative Director, MISUMI Corporation	10,900 shares
3	Masahiko Eguchi (July 6, 1959)	Apr 1982: Joined MISUMI Group Inc. Apr 2002: Corporate Officer, MISUMI Group Inc. Jun 2003: Corporate Officer and Director, MISUMI Group Inc. Oct 2006: Senior Corporate Officer and Director, MISUMI Group Inc. Oct 2008 to present: Executive Vice President and Representative Director, MISUMI Group Inc. Oct 2009 to present: EVP in charge of FA Business Group and Representative Director, MISUMI Group Inc. Nov 2009 to present: Company President of FA Element Company, MISUMI Corporation	40,700 shares

Candidate number	Name (Date of birth)	Profile, positions and responsibilities and important concurrent positions	Ownership of the Company's shares
4	Teiichi Aruga (October 13, 1947)	Jun 1997: Senior Managing Director, CSK CORPORATION Jun 2000: Executive Vice President and Representative Director, CSK CORPORATION Oct 2005: Representative Director, CSK HOLDINGS CORPORATION May 2008: Advisor to MISUMI Group Inc. Jun 2008 to present: Representative Director and Executive Vice President and Executive Officer of Business Platform Group, MISUMI Group Inc. May 2010 to present: Representative Director, PROMICLOS Corporation	2,000 shares
5	Ryusei Ohno (October 1, 1964)	Apr 1987: Joined MISUMI Group Inc. Apr 2002: Corporate Officer, MISUMI Group Inc. Jun 2007: Corporate Officer and Director, MISUMI Group Inc. Oct 2008 to present: President and Representative Director of SURUGA SEIKI CO., LTD. Oct 2008 to present: Representative Director, Senior Corporate Officer and Executive Officer of Production Platform Group, MISUMI Group Inc.	12,400 shares
6	Tokuya Ikeguchi (December 30, 1968)	Apr 1992: Joined Mitsubishi Corporation Apr 2005: Joined MISUMI Corporation Apr 2007: Corporate Officer, MISUMI Group Inc. Nov 2009 to present: Senior Corporate Officer, MISUMI Group Inc. Nov 2009 to present: Company President, Die & Mold Company, MISUMI Corporation	800 shares
7	Hiroshi Fukino (February 4, 1942)	Dec 1974: Joined Seiko Instruments & Electronics, Ltd. (presently Seiko Instruments Inc.) Mar 1986: President and CEO, Seiko Instruments & Electronics USA (presently Seiko Instruments USA Inc.) Sep 1994: Representative Director and Chairman, Dell Computer Japan (presently Dell Japan Inc.) Jun 2002 to present: Director, MISUMI Group Inc. May 2004 to present: President & CEO of Fukino Consulting Inc. Mar 2008 to present: Outside Director, Rakuten, Inc.	65,800 shares
8	Tsuyoshi Numagami (March 27, 1960)	Apr 1988: Assistant Professor, Faculty of Economics, Seijo University Apr 1991: Assistant Professor, Institute of Business Research, Faculty of Commerce and Management, Hitotsubashi University Apr 1992: Associate Professor, Institute of Business Research, Faculty of Commerce and Management, Hitotsubashi University Apr 1997: Associate Professor, Faculty of Commerce and Management, Hitotsubashi University Apr 2000 to present: Professor, Graduate School of Commerce and Management, Hitotsubashi University	—

Notes

- No special interests exist between the candidates and the Company.
- Candidates for director Mr. Hiroshi Fukino and Mr. Tsuyoshi Numagami meet the requirements for outside directors under Article 2(3)7 of the Ordinance for Enforcement of the Companies Act.
- Mr. Hiroshi Fukino has been made a candidate for outside director because he has used his understanding of our business model to perform supervisory and check functions with respect to management based on his experience and knowledge from the perspective of an expert in international business management cultivated through his years managing Dell Japan Inc., among others, and he is expected to continue to perform such a role. Mr. Fukino is now and has been an outside director at the Company since June 2002 and will have served as outside director of the Company for about eight years as of the end of the Meeting. Mr. Fukino has concluded a limited liability agreement with the Company and if he is approved as director the limited liability agreement between Mr. Fukino and the Company shall continue. The limit on the amount of liability under the agreement is the higher amount of ¥10 million or an amount stipulated by laws and ordinances.
- Mr. Tsuyoshi Numagami has been made a candidate for outside director in expectation of useful input to management based on his specialized knowledge and experience as a member of academia in the field of business management. Mr. Numagami has had no direct involvement in the management of a company to date but as a member of academia in the field of business management with plentiful experience researching corporations, he is believed capable of appropriately performing the responsibilities of an outside director from the perspective of supervisory and check functions with respect to management. If elected, the Company plans to conclude a limited liability agreement with Mr. Numagami, which will stipulate as a limit on the amount of liability to be the higher amount of ¥10 million or an amount stipulated by laws and ordinances.
- Candidates for director Mr. Hiroshi Fukino and Mr. Tsuyoshi Numagami meet the requirements for independent officers as stipulated by the Tokyo Stock Exchange.
- The MISUMI Group Inc. changed its trade name from MISUMI Shoji Co., Ltd. to MISUMI Corporation in May 1989 and from MISUMI Corporation to MISUMI Group Inc. in April 2005. The present MISUMI Corporation was established April 2005 by means of a spin-off from the present MISUMI Group Inc. and took over all business operations from MISUMI Group Inc.

### Proposal 3: Election of two company auditors

The terms of office of company auditors Hiroshi Miyamoto, Kouichi Takemata and Teruhisa Maruyama will expire as of the end of the Meeting. Therefore, at the Meeting the election of two company auditors will be proposed. This proposal has been approved by the Board of Company Auditors.

The candidates are as follows.

Candidate number	Name (Date of birth)	Profile, positions and responsibilities and important concurrent positions	Ownership of the Company's shares
1	Hiroshi Miyamoto (January 30, 1955)	Apr 1978: Joined MISUMI Group Inc. Jun 1997: Director, MISUMI Group Inc. Jun 2000: Corporate Officer, MISUMI Group Inc. Apr 2005 to present: Company Auditor, MISUMI Corporation Apr 2006 to present: Company Auditor, PROMICLOS Corporation Jun 2006 to present: Company Auditor, MISUMI Group Inc. Jun 2006 to present: Company Auditor, SURUGA SEIKI CO., LTD.	45,078 shares
2	Kouichi Takemata (November 18, 1952)	Apr 1976: Joined Tokai Bank (presently Bank of Tokyo Mitsubishi UFJ) Oct 1985: Joined Tohmatsu Aoki Audit Corporation (presently Deloitte Touche Tohmatsu LLC) Jun 1991 to present: External auditor, Mars Engineering Corporation Jul 1992 to present: CEO, Nomura & Takemata Accounting Office (presently ReEx Accounting Firm) Jun 1997 to present: Company Auditor, MISUMI Group Inc.	—

#### Notes

- No special interests exist between the candidates and the Company.
- Candidate for company auditor Mr. Kouichi Takemata meets the requirements for outside company auditor under Article 2(3)8 of the Ordinance for Enforcement of the Companies Act.
- Mr. Kouichi Takemata has been made a candidate for outside company auditor because he is expected to use his specialized knowledge relating to finance and accounting as a certified public accountant for the enhancement and strengthening of the Company's auditing regime and perform fair and objective auditing responsibilities from an independent standpoint. Mr. Takemata has had no involvement in management of the Company aside from his past service as an outside officer, but based on the above reasons he is considered capable of appropriately performing his responsibilities as an outside company auditor. Mr. Takemata is now and has been an outside company auditor at the Company since June 1997 and will have served as outside company auditor of the Company for about 13 years as of the end of the Meeting. Mr. Takemata has concluded a limited liability agreement with the Company and if he is elected company auditor the limited liability agreement between Mr. Takemata and the Company shall continue. The limit on the amount of liability under the agreement is the higher amount of ¥5 million or an amount stipulated by laws and ordinances.
- Candidate for company auditor Mr. Kouichi Takemata meets the requirement for independent officer as stipulated by the Tokyo Stock Exchange.
- The MISUMI Group Inc. changed its trade name from MISUMI Shoji Co., Ltd. to MISUMI Corporation in May 1989 and from MISUMI Corporation to MISUMI Group Inc. in April 2005. The present MISUMI Corporation was established April 2005 by means of a spin-off from the present MISUMI Group Inc. and took over all business operations from MISUMI Group Inc.

## Proposal 4: Election of one alternate company auditor

At the Meeting, the election of one alternate company auditor will be proposed to provide for the event that the Board of Company Auditors were to lack a quorum of auditors under laws and ordinances.

The alternate company auditor would assume responsibilities provided that the Board of Company Auditors were to lack a quorum of company auditors under laws and ordinances and the term of office would be the predecessor's remaining term of office. Under the stipulations of Article 33(3) of the Company's Articles of Incorporation, this resolution would be effective until the beginning of the Ordinary General Meeting of Shareholders related to the last business year ending within four years from this election. This proposal has been approved by the Board of Company Auditors.

The candidate is as follows.

Name (Date of birth)	Profile, positions and responsibilities and important concurrent positions	Ownership of the Company's shares
Teruhisa Maruyama (July 1, 1943)	Apr 1973: Registered as attorney at law Jul 1978: Established Kioicho Law Office Jul 1978 to present: Attorney at law at Kioicho Law Office Jun 2001 to present: Company Auditor, MISUMI Group Inc.	990 shares

### Notes

1. No special interests exist between the candidate and the Company.
2. The candidate for alternate company auditor Mr. Teruhisa Maruyama meets the requirement for outside company auditor under Article 2(3)8 of the Ordinance for Enforcement of the Companies Act.
3. Mr. Teruhisa Maruyama has been made a candidate for outside company auditor because he is expected to use his specialized knowledge relating to law as an attorney of law for the enhancement and strengthening of the Company's auditing regime and perform fair and objective auditing responsibilities from an independent standpoint. Mr. Maruyama has had no involvement in management of the Company aside from his past service as an outside officer, but based on the above reasons he is considered capable of appropriately performing his responsibilities as an outside company auditor. Mr. Maruyama is now and has been an outside company auditor at the Company since June 2001 and will have served as outside company auditor of the Company for about 9 years as of the end of the Meeting. If elected, the Company plans to conclude a limited liability agreement with Mr. Maruyama which will stipulate as a limit on the amount of liability to be the higher amount of ¥5 million or an amount stipulated by laws and ordinances.
4. Candidate for alternate company auditor Mr. Teruhisa Maruyama meets the requirement for independent officer as stipulated by the Tokyo Stock Exchange.
5. The MISUMI Group Inc. changed its trade name from MISUMI Shoji Co., Ltd. to MISUMI Corporation in May 1989 and from MISUMI Corporation to MISUMI Group Inc. in April 2005. The present MISUMI Corporation was established April 2005 by means of a spin-off from the present MISUMI Group Inc. and took over all business operations from MISUMI Group Inc.

## Proposal 5: Decision on the substance of the assignment of stock options to directors

Director compensation is limited to an annual amount of ¥700 million under the 44<sup>th</sup> Ordinary General Meeting of Shareholders, held June 23, 2006.

At the Meeting, the assignment of stock acquisition rights to the Company's directors (excluding outside directors) of a combined amount of no more than ¥300 million in our 49<sup>th</sup> business year (From April 1, 2010, to March 31, 2011), separate from the above-mentioned director compensation and set forth under the following guideline for stock acquisition rights, will be proposed, based on a comprehensive consideration of the measure's effects as an incentive to further increase motivation among the Company's directors to enhance the Company's business performance by aligning the Company's share price with earnings received by the Company's directors.

Also to be proposed is that matters relating to the amount and substance of compensation paid to individual directors be delegated to the Board of Directors. However, director compensation shall not include employee salaries for employees serving concurrently as directors. Presently, there are six directors, excluding outside directors. If proposal 2 is approved without modification, there will be six directors excluding outside directors.

### Guideline for stock acquisition rights

- (1) Total number of stock acquisition rights and type and number of shares subject to the rights
  - a. Total number of stock acquisition rights  
Up to 5,200 in the 49<sup>th</sup> business year (From April 1, 2010, to March 31, 2011)
  - b. Type and number of shares subject to the stock acquisition rights  
Up to 520,000 of the Company's common shares in the 49<sup>th</sup> business year (From April 1, 2010, to March 31, 2011)  
Each stock acquisition right shall represent 100 shares (Number of Shares to be Granted). However, should the Company's common shares be split or merged [reverse split] or should the Company find it otherwise appropriate to adjust the Number of Shares to be Granted, the Company shall apply the treatment considered necessary.
- (2) Monetary value of assets to be contributed upon exercise of the stock acquisition rights  
Stock acquisition rights are to be exercised in lieu of a cash investment. The monetary value of assets to be contributed for the exercise of one stock acquisition right is the amount obtained by multiplying the Number of Shares to be Granted by the price per share as determined below (Exercise Price).  
The Exercise Price is the amount obtained by multiplying by 1.05 the average of the closing price of the Company's common stock on the Tokyo Stock Exchange on all trading days (excluding days where no trades were made) of the month preceding the month in which the allotment date falls. Fractions of less than one yen resulting from said calculation are rounded up. However, if that amount is less than the closing price of the Company's common stock on the Tokyo Stock Exchange on the allotment date (or on the most recent day a trade was made if no trade was made on the allotment date), then said closing price shall be the Exercise Price.
- (3) Exercise period for the stock acquisition rights  
The Board of Directors Meeting, in which the distribution of stock acquisition rights is decided, sets the exercise period, which shall fall between the first day of the month in which the stock acquisition right allotment date falls and a day eight years from then.
- (4) Conditions for the Exercise of Stock Acquisition Rights
  - a. Company's directors who have received an allotment of stock acquisition rights may exercise those stock acquisition rights provided they remain in office as directors or employees of the Company or a subsidiary or affiliate thereof. However, an individual who has lost said status after commencement of the period stipulated in (3) above may nevertheless exercise his or her allotted stock acquisition rights within two years from the date following his or her date of resignation or retirement or until the exercise period for the stock acquisition rights expires, whichever occurs first.
  - b. Conditions other than those listed in a. above for the exercise of stock acquisition rights shall be stipulated in an agreement regarding allotment of stock acquisition rights between the Company and directors who have received an allotment of stock acquisition rights.
- (5) Other matters  
Other matters related to the stock acquisition rights shall be stipulated by the Board of Directors Meeting where the distribution of stock acquisition rights is decided.

## Proposal 6: Grant of retirement bonus to a retiring director

At the Meeting, it will be proposed that Mr. Hiroshi Taguchi, whose term of office completes as of the end of the Meeting, be granted a retirement bonus under the stipulations of the Company's Rules for Officer Retirement Bonuses and Condolence Compensation.

Mr. Hiroshi Taguchi served as a representative director of the Company from December 1969 until June 2002. Mr. Taguchi's proposed retirement bonus is meant to reward his services for the duration up until he retired as representative director, and does not apply to the period of time beginning in June 2002, when he served as a Non-Executive Director of the Board. It will be proposed that the detail amount, timing and method of the bonus payment be delegated to the Board of Directors.

The following is a profile of the retiring director.

Name	Profile
Hiroshi Taguchi	Dec 1969: Representative Director and CEO, MISUMI Group Inc. Mar 1995 to present: Representative Director and CEO, Sirius Inc. (currently M-out Inc.) Jun 2002 to present: Director, MISUMI Group Inc.