

(Translation)

Securities Code: 8068

April 2, 2014

NOTICE OF THE 54TH ANNUAL SHAREHOLDERS' MEETING

Dear Shareholders,

I would like to invite you to attend the 54th Annual Shareholders' Meeting to be held as described hereunder.

If you are unable to attend this meeting in person, you may exercise your voting rights in writing. Please peruse the attached Reference Documents for Annual Shareholders' Meeting and return the enclosed Exercise Voting Rights Form with your selections to us by 5:30 p.m. on April 23 (Wednesday), 2014.

Sincerely yours,

Takayoshi Oouchi
President & COO
Ryoyo Electro Corporation
1-12-22 Tsukiji, Chuo-ku, Tokyo

- 1. Date and Time:** 10:00 a.m. on April 24 (Thursday), 2014
(the reception desk opens at 9:00 a.m.)
- 2. Venue:** JIJI PRESS HALL (on the 2nd floor of Jiji Press Building)
5-15-8 Ginza, Chuo-ku, Tokyo
- 3. Agenda:**
- Matters to be reported:*
1. The business report, the consolidated financial statements, and the audit reports on the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board for the 54th term (from February 1, 2013 to January 31, 2014)
 2. The non-consolidated financial statements for the 54th term (from February 1, 2013 to January 31, 2014)

Matters to be proposed:

- | | |
|----------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to Articles of Incorporation |

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- * When attending the meeting in person, shareholders are requested to submit the enclosed Exercise Voting Rights Form at the reception desk on the above-mentioned date.
 - * We will post any modification to the reference documents, the business report, the consolidated financial statements and the non-consolidated financial statements on our corporate website (<http://www.ryoyo.co.jp>).

This is an English translation prepared for the convenience of non-resident shareholders. If there is any discrepancy between the translation and the original Japanese text, the latter shall prevail.

Reference Documents for Annual Shareholders' Meeting

Proposal No. 1: Appropriation of Surplus

We propose that surplus be appropriated in the following manner:

Matters related to year-end dividend

With a stable dividend to our valued shareholders as a base and generally taking into consideration business performance for the term under review, retained earnings set aside for future plans for business development, and other factors, we propose that the year-end dividend for the 54th term be as follows:

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and its aggregate amount
¥15 per share;
Including the interim dividend, the dividend for the full year will be ¥30 per share, and the aggregate amount of dividend will be ¥378,390,900.
- (3) Effective date of dividend distribution
April 25, 2014

Proposal No. 2: Partial Amendments to Articles of Incorporation

1. Reason for Amendments

In order to respond to the diversification of our business in line with changes in the business environment, we will add to the business purposes mentioned in “Purposes” (Article 2 of the Articles of Incorporation) as necessary.

Also, the numbering of the provisions will be changed in accordance to the addition of purposes.

2. Details of Amendments

Details of the amendments are stated below.

(The underlined parts indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1. General Provisions Article 2 (Purposes) The business purposes of the Company shall be as follows: (1) to (5) (Description omitted) (To be newly instituted) (6) (Description omitted)	Chapter 1. General Provisions Article 2 (Purposes) The business purposes of the Company shall be as follows: (1) to (5) (Same as at present) <u>(6) Staffing services business related to each of the preceding paragraphs.</u> <u>(7)</u> (Same as at present)