

THE FOLLOWING IS AN ENGLISH TRANSLATION PREPARED FOR THE CONVENIENCE OF THE SHAREHOLDERS AND INVESTORS. THE OFFICIAL TEXT IN JAPANESE OF THE NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS HAS BEEN PREPARED IN ACCORDANCE WITH STATUTORY PROVISIONS AND MAILED TO THE RESPECTIVE SHAREHOLDERS SEPARATELY. SHOULD THERE BE ANY INCONSISTENCY BETWEEN THE TRANSLATION AND THE OFFICIAL TEXT IN TERMS OF THE CONTENTS OF THE NOTICE, THE LATTER SHALL PREVAIL. THE COMPANY ACCEPTS NO LIABILITY FOR ANY MISUNDERSTANDING CAUSED BY THE TRANSLATION FOR ANY REASON WHATSOEVER.

Securities Code: 6869  
June 1, 2012

## Notice of the 45th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 45th Ordinary General Meeting of Shareholders (the "Meeting") will be held as follows, and we would be grateful if you could attend the Meeting.

**If you are unable to attend the Meeting, you are entitled to vote in writing, or via our online voting website. Please refer to the reference materials contained herein, indicate your approval or disapproval of the items to be resolved in this Meeting on the enclosed ballot form, sign or put your personal seal on the form, and return it to us by 5:35 p.m. on Thursday, June 21, 2012. As an alternative, you may exercise your voting rights on our designated voting website (<http://www.evotep.jp/>).**

Yours faithfully,

Hisashi Ietsugu, President & CEO  
SYSMEX CORPORATION  
1-5-1, Wakinohama-Kaigandori,  
Chuo-ku, Kobe, Hyogo Prefecture  
651-0073, Japan

- 1. Date and Time:** Friday, June 22, 2012, at 10 a.m.
- 2. Venue:** "SHOUN" Room, 4th Floor, Kobe Seishin Oriental Hotel,  
5-6-3, Kojidai, Nishi-ku, Kobe, Hyogo Prefecture, Japan
- 3. Agenda:**
- Items to be reported:**
1. Business Report, Consolidated Financial Statements for the 45th fiscal year (from April 1, 2011 to March 31, 2012), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditors and by the Board of Corporate Auditors.
  2. Non-consolidated Financial Statements for the 45th fiscal year (from April 1, 2011 to March 31, 2012)
- Items to be resolved:**
- Bill No. 1:** Appropriation of Surplus
- Bill No. 2:** Election of Three (3) Corporate Auditors

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\* If you are attending the meeting, please submit the enclosed ballot form to the reception desk at the meeting venue.

\* The following matters, however, are posted on our website (<http://www.sysmex.co.jp>) in accordance with applicable laws and regulations and the provision of Article 15 of the Articles of Incorporation, and are not included in this Notice of Convocation:

- 1) Notes to the Consolidated Financial Statements
- 2) Notes to the Non-consolidated Financial Statements

\* Amendments to the Reference Materials, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, if any, will be posted on our website (<http://www.sysmex.co.jp>).

## Reference Materials for the Shareholders' Meeting

### Bill No. 1 Appropriation of Surplus

Issues related to the year-end dividend:

The Company's basic policy when determining dividends is to pay continuous and stable dividends to our shareholders in consideration of our consolidated performance and dividend payout ratio. Based on this policy, the Company would like to pay a year-end dividend as follows.

(1) Type of dividend

Cash

(2) The appropriation of dividends and its total amount

We propose a year-end dividend of 19 yen per share (total dividend amount 1,953,375,788 yen). Together with the interim dividend (15 yen per share), the annual dividend would be 34 yen per share.

(3) Effective date for dividend

June 25, 2012

### Bill No. 2 Election of Three (3) Corporate Auditors

Since the term of the three (3) Corporate Auditors, Haruyoshi Kobayashi, Toshiyuki Miyauchi and Isamu Inamasu, will expire at the conclusion of the Meeting, we would like to ask you to elect three (3) Corporate Auditors.

In addition, the approval of the Board of Corporate Auditors has already been obtained for this bill.

The candidates for Corporate Auditors are as follows:

Candidate number	Name (date of birth)	Brief personal history, positions and important concurrent positions	Number of Company shares held
1	Katsuo Uhara (February 18, 1952)	March 1981 April 2001 April 2005 April 2011 Joined the Company Senior Manager of Products Division of the Company Executive Officer, Senior Manager of SCM Division of the Company President of Sysmex TMC Co., Ltd.	17,200
2	Masami Kitagawa (August 9, 1952)	April 1975 May 2002 April 2005 April 2009 April 2010 April 2011 Joined the Company Senior Manager of Sales & Marketing Division of the Company Executive Officer, Senior Manager of Sales & Marketing Division of the Company Executive Officer, Senior Manager of Domestic Business Management Division of the Company Executive Officer, President of Sysmex International Reagents Co., Ltd. President of Sysmex International Reagents Co., Ltd.	37,700
3	Kuniaki Maenaka (October 12, 1950)	September 1977 June 1989 September 2010 Joined Tohmatsu Awoki & Co. ("Tohmatsu"; present Deloitte Touche Tohmatsu LLC) Partner of Tohmatsu Retired from Tohmatsu	1,000

Notes: 1. All candidates are to be newly elected as Corporate Auditors.

2. There is no special interest between each of the candidates and the Company.
3. Kuniaki Maenaka is a candidate for an Outside Corporate Auditor.
4. Kuniaki Maenaka is appointed as a candidate for an Outside Corporate Auditor in the hope that he would make use of his expertise and experience as a certified public accountant to strengthen the audit system of the Company.  
He has no experience being directly involved in corporate management but has been judged based on the reason above that he is qualified to execute the duties of an Outside Corporate Auditor.