

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 3, 2013

## Notice of the 46th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 46th 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 and return it to us by 5:35 p.m. on Thursday, June 20, 2013. As an alternative, you may exercise your voting rights on our designated voting website (<http://www.evotep.jp/>).**

Yours faithfully,

Hisashi Ietsugu,  
Representative Director, Chairman and CEO  
SYSMEX CORPORATION  
1-5-1, Wakinohama-Kaigandori,  
Chuo-ku, Kobe, Hyogo Prefecture  
651-0073, Japan

- 1. Date and Time:** Friday, June 21, 2013, 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 46th fiscal year (from April 1, 2012 to March 31, 2013), 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 46th fiscal year (from April 1, 2012 to March 31, 2013)
- Items to be resolved:**
- Bill No. 1:** Appropriation of Surplus  
**Bill No. 2:** Election of Seven (7) Directors

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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:

Under the Company's basic policy to pay continuous and stable dividends to our shareholders in consideration of our consolidated performance, we will target a consolidated dividend payout ratio of 20%. Based on this policy, the Company would like to pay an ordinary dividend of 19 yen per share, as a year-end dividend.

The Company marks its 45th anniversary this year. In order to reciprocate the continuing support of our shareholders, we would like to offer a 4-yen dividend per share to commemorate the 45th anniversary, in addition to the ordinary dividend, as a year-end dividend.

Together with the interim dividend of 17 yen per share, the annual dividend will be 40 yen per share.

(1) Type of dividend

Cash

(2) The appropriation of dividends and its total amount

23 yen per share of the Company's common stock

(an ordinary dividend of 19 yen per share and a commemorative dividend of 4 yen per share)

Total dividend amount 2,373,156,560 yen

(3) Effective date for dividend

June 24, 2013

## Bill No. 2 Election of Seven (7) Directors

Since the terms of all Directors (8) will expire at the conclusion of the Meeting, we would like to ask you to elect seven (7) Directors.

The candidates for Directors are as follows:

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
1	Hisashi Ietsugu (September 17, 1949)	September 1986 Director of the Company March 1990 Managing Director of the Company February 1996 Representative Managing Director of the Company April 1996 Representative Senior Managing Director of the Company June 1996 Representative Director, President and CEO of the Company April 2013 Representative Director, Chairman and CEO of the Company (current)	264,600

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
2	Masayoshi Hayashi (June 11, 1948)	<p>February 1972    Joined the Company April 1993    Manager of System Business Management Division of the Company April 1996    Manager of Business Management Division of the Company April 1997    Senior Manager of Business Management Division of the Company June 1997    Director, Senior Manager of Business Management Division of the Company April 2005    Director, Executive Officer of the Company April 2007    Director, Managing Officer of the Company April 2011    Director, Senior Managing Officer of the Company (current)</p> <p>(Duties) Assistant to the President</p>	69,000
3	Yukio Nakajima (July 30, 1950)	<p>April 1973    Joined the Company April 1996    Manager of Business Planning Division of the Company April 1997    Senior Manager of Business Planning Division of the Company June 1999    Director, Senior Manager of Business Planning Division of the Company April 2005    Director, Executive Officer, Senior Manager of Business Planning Division of the Company April 2007    Director, Executive Officer of the Company April 2009    Director, Managing Officer of the Company April 2013    Director, Senior Managing Officer of the Company (current)</p> <p>(Duties) Business Planning, Business Administration, HR/General Affairs, Secretary's Office</p>	44,700
4	Koji Tamura (October 9, 1951)	<p>September 1990    Joined the Company June 1996    Senior Manager of International Division of the Company June 2001    Director, Senior Manager of International Division of the Company April 2005    Director, Executive Officer of the Company April 2009    Director, Managing Officer of the Company (current)</p> <p>(Duties) LS Business, Life Science Product Engineering, New Business</p>	28,700
5	Kazuya Obe (August 25, 1955)	<p>April 1991    Joined the Company April 1996    President of Toa Medical Electronics (Europe) GmbH (present Sysmex Europe GmbH) April 2001    Assistant Manager of International Division October 2001    Assistant Manager of New Business Development and International Division October 2002    Chairman of Sysmex Corporation of America (present Sysmex America, Inc.) April 2005    Executive Officer, Vice Chairman and CEO of Sysmex America, Inc. April 2009    Executive Officer of the Company June 2009    Director, Executive Officer of the Company April 2013    Director, Managing Officer of the Company (current)</p> <p>(Duties) International Business</p>	15,200

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
6	Mitsuru Watanabe (June 24, 1956)	<p>April 1980      Joined the Company</p> <p>April 2003      Senior Manager of New Business Division of the Company</p> <p>April 2005      Executive Officer, Senior Manager of R&amp;D Planning Division of the Company</p> <p>April 2009      Executive Officer of the Company</p> <p>June 2009      Director, Executive Officer of the Company</p> <p>April 2013      Director, Managing Officer of the Company (current)</p> <p>(Duties) HU Business, Hematology Product Engineering, UB Product Engineering, Business Management</p>	29,900
7	<p><u>Outside Director</u> <u>Newly Nominated</u> Susumu Nishiura (February 13, 1947)</p>	<p>April 1969      Joined TOA Electric Co., Ltd. (“TOA”; present TOA Corporation)</p> <p>June 1998      Director of TOA</p> <p>October 2004    Director, Managing Officer of TOA</p> <p>June 2008      Director, Senior Managing Officer of TOA</p> <p>June 2010      Retired from Director, Senior Managing Officer of TOA</p>	N/A

- Notes:
1. Susumu Nishiura is to be newly elected as a Director.
  2. There is no special interest between each of the candidates and the Company.
  3. Susumu Nishiura is a candidate for an Outside Director.
  4. Susumu Nishiura is appointed as a candidate for an Outside Director in the hope that he would execute his duties as an outside director adequately utilizing his abundant experiences and deep insight in corporate management.
  5. The Company plans to report Susumu Nishiura as an Independent Director to the Tokyo Stock Exchange and the Osaka Securities Exchange.