May 21, 2014

Notice on Partial Amendment to the Articles of Incorporation

Company name : **SMC Corporation**
Stock exchange listing : Tokyo Stock Exchange first section
Security code : 6273
URL : http://www.smcworld.com/ir/en/
Representative : Katsunori Maruyama, President
Contact person : Ikuji Usui, Executive Managing Director

SMC Corporation (SMC) hereby announces that SMC resolved at the Board of Directors' Meeting held on May 21, 2014, to propose the partial amendment of the Articles of Incorporation to the 55th Ordinary General Meeting of Shareholders to be held on June 26, 2014.
The details of the amendment are described below.

1. Reason for Amendment

In order for Outside Directors and Outside Corporate Auditors to fully play excepted roles and in order for the Company to continuously appoint capable persons as Outside Directors and Outside Corporate Auditors, it is proposed that new provisions be newly established, stating that the Company may conclude liability limitation agreements with Outside Directors and Outside Corporate Auditors, to the extent permitted by law, and further that the affected provisions be renumbered.

2. Contents of Amendment

The proposed amendment is as follows (amendment underlined).

Current Articles of Incorporation	Proposed Amendment
(New)	Article 27 (Liability Limitation Agreement with Outside Directors) Pursuant to Article 427, Paragraph 1 of the Company Law, the Company may conclude agreement with the Outside Directors to the effect that the Outside Directors' (including ex-Outside Directors') liability resulting from their negligence in performing their duties shall be limited, to the extent permitted by law.

Current Articles of Incorporation	Proposed Amendment
Articles 27 to 34 (Quotation omitted)	Articles 28 to 35 (No amendment)
(New)	Article 36 (Liability Limitation Agreement with Outside Corporate Auditors) Pursuant to Article 427, Paragraph 1 of the Company Law, the Company may conclude agreement with the Outside Corporate Auditors to the effect that the Outside Corporate Auditors' (including ex-Outside Corporate Auditors') liability resulting from their negligence in performing their duties shall be limited, to the extent permitted by law.
Articles 35 to 41 (Quotation omitted)	Articles 37 to 43 (No amendment)