This English language translation is prepared for reference only. In the event of any discrepancy between the text of this translation and the text of the original Japanese-language, the Japanese language text will prevail.

Securities Code: 6925
June 7, 2018

To Our Shareholders:

1-6-5 Marunouchi, Chiyoda-ku, Tokyo
USHIO INC.
Kenji Hamashima, President and Chief Executive Officer

Notice of the 55th Annual General Meeting of Shareholders

The Company would hereby like to request shareholders to attend the Company's 55th Annual General Meeting of Shareholders as described below.

If you are unable to attend the meeting on the date, you may also exercise your voting rights in writing or by an electromagnetic method. We kindly request you to read the following Reference Document for the Annual General Meeting of Shareholders and exercise your voting rights by no later than 5:15 p.m., June 27, 2018 (Wednesday).

Sincerely yours,

1. **Date**: 10:00 a.m., June 28, 2018 (Thursday) (The reception desk opens at 9:00 a.m.)
2. **Venue**: 11F, *Kujaku* Hall, KKR Hotel Tokyo
   1-4-1 Otemachi, Chiyoda-ku, Tokyo
3. **Purposes**:
   Matters to be reported:
   The Business Report, the Consolidated and Non-Consolidated Financial Statements and the Results of Consolidated Financial Statement Audits by the Accounting Auditor and the Audit and Supervisory Committee for the 55th business period (April 1, 2017 to March 31, 2018)
   Mateers to be resolved:
   Proposal No. 1: Appropriation of Surplus
   Proposal No. 2: Election of Seven (7) Directors (excluding directors who are Audit & Supervisory Committee Members)
   Proposal No. 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

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- Please be advised that no gifts will be provided to attending shareholders.
- "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements" are available (Japanese only) online via the Company's website(http://www.ushio.co.jp), pursuant to provisions of laws and regulations as well as the Articles 15 of the Articles of Incorporation of the Company.
  The aforementioned documents posted on the Company's website are subject to audits by the Accounting Auditor and the Audit and Supervisory Committee.
- If there are any revisions to the Reference Document for the Annual General Meeting of Shareholders, Business Report, and/or the Consolidated and the Non-Consolidated Financial Statements, such revision will be shown on the Company's website (http://www.ushio.co.jp).

Reference Document for the Annual General Meeting of Shareholders

Proposals and Referential Matters

Proposal No. 1: Appropriation of Surplus

The Company would like to appropriate surplus as follows.

Year-end Dividend

Striving to constantly remain cognizant of the fact that returning profits to shareholders is one of the top priorities of corporations, the USHIO Group's basic policy is to provide stable and consistent returns of profits to shareholders, while endeavoring to enhance its financial position and business foundations.

Based on this policy, comprehensively taking the business environment, business results, share price level and ratio of dividends to net assets, etc. into consideration, the Company would like to distribute the year-end dividend to assign an annual dividend of 26 yen per common share as in the previous fiscal year as indicated below.

(1) Kind of the dividend property
Cash

(2) Matters regarding assignment of the dividend property and the total amount of the dividend property
An annual dividend: 26 yen per common share
The total amount of the dividend property: 3,329,433,328 yen.

(3) The day on which such distribution of dividend of surplus takes effect
On June 29, 2018

Proposal No. 2: Election of Seven (7) Directors (excluding directors who are Audit & Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding directors who are Audit & Supervisory Committee Members; the same applies hereafter in this proposal) will expire at the close of this Annual General Meeting of Shareholders. The Company hereby proposes the election of seven (7) Directors, decreasing by two (2) Directors in order to streamline the Company's management system.

The Audit & Supervisory Committee has judged that all candidates for Directors are eligible with regard to this proposal.

The following are candidates for Directors.

<table>
<tr><th>Candidate number</th><th>Name
(Date of Birth)</th><th>Brief profile, position, responsibility at the Company and significant concurrent positions held</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Jiro Ushio
(February 12, 1931)</td><td>Mar. 1964 Established USHIO INC. and served as President and Chief Executive Officer
Apr. 1979 Chairman and Chief Executive Officer (incumbent)
(Significant concurrent position)
Chairman, The USHIO Foundation
Chairman, Nippon Institute for Research Advancement</td><td>2,836,714</td></tr>
<tr><td colspan="3"><Reasons for electing Mr. Jiro Ushio as a candidate for Director>
Mr. Jiro Ushio, as founder of the Company, has directed the management of the Company for many years and adequately performed supervisory functions, while making key decisions and executing business. He has also held a number of critical posts at other organizations and gained a wealth of knowledge and insights through extensive management experience, as well as a broad-ranging network. Based on the above, the Company has judged that his continued engagement in the management of the Company is critical. Accordingly, the Company proposes him as a candidate for Director.</td></tr>
</table>

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
2	Kenji Hamashima (January 3, 1959)	Apr. 1982 Joined USHIO INC. Apr. 1999 President and Chief Executive Officer, USHIO AMERICA, INC. Nov. 2000 Chairman and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS USA, INC. Chairman and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS CANADA INC. Apr. 2004 Group Senior Executive Officer Apr. 2007 Group Managing Executive Officer Jun. 2010 Director and Senior Managing Executive Officer Apr. 2014 Representative Director and Senior Executive Vice President Oct. 2014 President and Chief Executive Officer (incumbent) General Manager, Light Source Business Division	13,800
	<Reasons for electing Mr. Kenji Hamashima as a candidate for Director> After having directed the management of North America Group companies for many years, Mr. Kenji Hamashima has served as President and Representative Director of the Company since 2014, undertaking supervisory functions, while making key decisions and executing business. The Company has judged that with such extensive experience and knowledge, he would continue to drive the Group to improve its corporate value and achieve further development. Accordingly, the Company proposes him as a candidate for Director.		

<table>
<tr><th>Candidate number</th><th>Name
(Date of Birth)</th><th>Brief profile, position, responsibility at the Company and significant concurrent positions held</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Shiro Ushio
(April 14, 1958)</td><td>Apr. 1991 Joined USHIO U-TECH, INC. (currently, USHIO LIGHTING, INC.)
Jun. 1991 Director, USHIO U-TECH, INC.
Apr. 1992 Executive Director, USHIO U-TECH, INC.
Feb. 1996 President and Chief Operating Officer, USHIO U-TECH, INC.
Apr. 2004 Chairman and Chief Executive Officer, USHIO LIGHTING, INC.
Group Senior Executive Officer
Jun. 2004 Director and Group Senior Executive Officer
Mar. 2005 Director and Managing Executive Officer
Apr. 2010 Chairman and Chief Executive Officer, USHIO LIGHTING, INC. (incumbent)
Director and Group Managing Executive Officer
Jun. 2010 Director and Managing Executive Officer (incumbent)
(Significant concurrent position)
Chairman and Chief Executive Officer, USHIO LIGHTING, INC.</td><td>171,533</td></tr>
<tr><td colspan="3"><Reasons for electing Mr. Shiro Ushio as a candidate for Director>
Mr. Shiro Ushio has directed illumination and imaging-related businesses of domestic Group companies for many years, and contributed to the growth and development of businesses by implementing Group strategies. The Company has judged that with such extensive experience and knowledge, he would continue to perform an appropriate role in overall management toward further improving corporate value. Accordingly, the Company proposes him as a candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Hiroaki Banno
(October 3, 1954)</td><td>Mar. 1978 Joined USHIO INC.
Apr. 2002 Executive Officer
Apr. 2004 Senior Executive Officer
Apr. 2007 Managing Executive Officer
Jun. 2007 Director and Managing Executive Officer (incumbent)
Apr. 2013 General Manager, Asian Marketing Office and General Manager, Business Division II
Apr. 2014 General Manager, SSLS Division and In charge of Business Division III
Oct. 2014 General Manager, SSLS Division
Apr. 2016 General Manager, SSLS Headquarters
Apr. 2018 In charge of SSLS (incumbent)</td><td>11,500</td></tr>
<tr><td colspan="3"><Reasons for electing Mr. Hiroaki Banno as a candidate for Director>
Mr. Hiroaki Banno has directed the light sources business of domestic and overseas Group companies for many years and contributed to the growth of existing businesses and the creation of new businesses. The Company has judged that with such extensive experience and knowledge, he would continue to perform an appropriate role in overall management toward further improving corporate value. Accordingly, the Company proposes him as a candidate for Director.</td></tr>
</table>

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
5	Outside Director Yoshinari Hara (April 3, 1943)	Apr. 1967 Joined Daiwa Securities Co., Ltd. Jun. 1991 Director, Daiwa Securities Co., Ltd. Sep. 1995 Managing Director, Daiwa Securities Co., Ltd. Oct. 1997 President and Representative Director, Daiwa Securities Co., Ltd. Apr. 1999 President and Representative Director and CEO, Daiwa Securities Group Inc. President and Representative Director, Daiwa Securities Co., Ltd. Jun. 2004 Chairman of the Board and Director, Daiwa Securities Group Inc. Jun. 2008 Chief Corporate Advisor, Daiwa Securities Group Inc. Jun. 2012 Honorary Advisor, Daiwa Securities Group Inc. (incumbent) Jun. 2014 Outside Director(incumbent) (Significant concurrent position) Honorary Advisor, Daiwa Securities Group Inc. Vice Chairman, Japan Association of Corporate Directors	1,500
	<Reasons for electing Mr. Yoshinari Hara as a candidate for Outside Director> Mr. Yoshinari Hara has a wealth of experience obtained managing the activities of a securities company, and has in-depth knowledge of capital markets. The Company has judged that with such strengths, he is expected to continue to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes him as a candidate for Outside Director. <Independence> Mr. Yoshinari Hara was formerly the representative director of a securities company with which the Company has business transactions, the percentage of such transactions against consolidated net sales of the securities company and of the Company is not more than one percent (1%) and there are no transactions that have an impact on the decision-making of the Company. There are also no special interests between Mr. Yoshinari Hara and the Company. In addition, more than nine (9) years have passed since Mr. Yoshinari Hara resigned the executive officer of the securities company and of its group. Based on the aforementioned background, the Company judged that Mr. Yoshinari Hara is an Independent Director who has no conflicts of interest with ordinary shareholders, and has registered him as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. Provided Mr. Yoshinari Hara is appointed Outside Director as proposed, he will continue to be an Independent Director.	

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
6	Outside Director Yasufumi Kanemaru (March 12, 1954)	Apr. 1979 Joined TKC Corporation Apr. 1982 Joined Logic Systems International, Inc. Sep. 1985 Director, NTT PC Communications Incorporated Nov. 1989 Established Future System Consulting Corp.(currently Future Corporation) and served as President and Chief Executive Officer Mar. 2006 Chairman, President and Chief Executive Officer, Future System Consulting Corp. Jan. 2007 Chairman and Chief Executive Officer, Future Architect, Inc. (currently Future Corporation) Mar. 2011 Chairman, President and Chief Executive Officer, Future Architect, Inc. Jun. 2015 Outside Director(incumbent) Jul. 2015 Chairman, Future Architect, Inc. Apr. 2016 Chairman, President and Group Chief Executive Officer, Future Corporation (incumbent) Chairman, Future Architect, Inc.(incumbent) (Significant concurrent position) Chairman, President and Group Chief Executive Officer, Future Corporation Chairman, Future Architect, Inc. Representative Executive Officer & Executive Vice President, Nippon Institute for Research Advancement	6,500

<Reasons for electing Mr. Yasufumi Kanemaru as a candidate for Outside Director>
Mr. Yasufumi Kanemaru has gained extensive experience and knowledge through his career as the founder of a telecommunications and IT consulting firm and as a business manager. The Company has judged that with such strengths, he is expected to continue to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes him as a candidate for Outside Director.
<Independence>
The firm for which Mr. Yasufumi Kanemaru serves as the representative and the Company has a business relationship, the percentage of business transactions against consolidated net sales of the firm and of the Company is not more than one percent (1%) and there are no transactions that have an impact on the decision-making of the Company. There are also no special interests between Mr. Yasufumi Kanemaru and the Company. Based on the aforementioned background, the Company judged that Mr. Yasufumi Kanemaru is an Independent Director who has no conflicts of interest with ordinary shareholders, and has registered him as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. Provided Mr. Yasufumi Kanemaru is appointed Outside Director as proposed, he will continue to be an Independent Director.

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
7	Outside Director Sakie T. Fukushima (September 10, 1949)	Jun. 1980 Joined Braxton International Sep. 1987 Joined Bain & Company, Inc. Aug. 1991 Joined Korn/Ferry International-Japan May 1995 Director, Korn/Ferry International Sep. 2000 Regional Managing Director, Korn/Ferry International-Japan Jul. 2001 President and Representative Director, Korn/Ferry International-Japan May 2009 Chairman & Representative Director, Korn/Ferry International-Japan Jul. 2010 President & Representative Director, G&S Global Advisors Inc. (incumbent) Jun. 2011 Outside Director, Ajinomoto Co., Inc. (incumbent) May 2012 Outside Director, J. Front Retailing Co., Ltd. (incumbent) Jun. 2016 Outside Director(incumbent) (Significant concurrent positions) President & Representative Director, G&S Global Advisors Inc. Outside Director, Ajinomoto Co., Inc. Outside Director, J. Front Retailing Co., Ltd.	200
	<Reasons for electing Ms. Sakie T. Fukushima as a candidate for Outside Director> Ms. Sakie T. Fukushima has considerable global insights, and extensive knowledge and experience of managing a global business. The Company has judged that with such strengths, she is expected to continue to appropriately perform managerial roles, which include advising the management of the Company and supervising the execution of business. Accordingly, the Company proposes her as a candidate for Outside Director. <Independence> There is no business relationship between the firm Ms. Sakie T. Fukushima represents and the Company. There are also no special interests between Ms. Sakie T. Fukushima and the Company. Based on the aforementioned background, the Company judged that Ms. Sakie T. Fukushima is an Independent Director who has no conflicts of interest with ordinary shareholders, and has registered her as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. Provided Ms. Sakie T. Fukushima is appointed Outside Director as proposed, she will continue to be an Independent Director.	

Notes:

1. Mr. Jiro Ushio concurrently serves as Chairman of The USHIO Foundation to which the Company makes donations.
2. (i) Mr. Yoshinari Hara will have served as Outside Director of the Company for four (4) years at the close of this Annual General Meeting of Shareholders.
   (ii) Mr. Yasufumi Kanemaru will have served as Outside Director of the Company for three (3) years at the close of this Annual General Meeting of Shareholders.
   (iii) Ms. Sakie T. Fukushima will have served as Outside Director of the Company for two (2) year at the close of this Annual General Meeting of Shareholders.
3. The Company and each Mr. Yoshinari Hara, Mr. Yasufumi Kanemaru and Ms. Sakie T. Fukushima have in place between them an agreement that limits the liability of damages provided in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the said Act. Under this agreement, the liabilities are limited to the extent prescribed by law. If the appointment of Mr. Yoshinari Hara, Mr. Yasufumi Kanemaru and Ms. Sakie T. Fukushima is approved, the Company intends to continue the liability limitation agreement with each of them.

Proposal No. 3: Election of three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the close of this Annual General Meeting of Shareholders. The Company hereby proposes the election of three (3) Directors who are Audit & Supervisory Committee Members.

The Company has obtained the consent of the Audit & Supervisory Committee with regard to this proposal.

The following are candidates for Directors who are Audit & Supervisory Committee Members.

<table>
<tr><th>Candidate number</th><th>Name
(Date of Birth)</th><th>Brief profile, position, responsibility at the Company and significant concurrent positions held</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Nobuyuki Kobayashi
(March 19, 1959)</td><td>Apr. 1982 Joined USHIO INC.
Apr. 2007 Executive Officer
Jul. 2011 Senior Executive Officer
Apr. 2013 General Manager, Corporate Management Division
General Manager, Business Planning Department, Corporate Management Division
Jun. 2013 Director and Managing Executive Officer
Apr. 2014 General Manager, Corporate Management Division
Apr. 2016 In charge of Corporate Headquarter
Jun. 2016 Director (a Full-time Audit & Supervisory Committee Member) (incumbent)</td><td>4,460</td></tr>
<tr><td colspan="3"><Reasons for electing Mr. Nobuyuki Kobayashi as a candidate for Director>
Mr. Nobuyuki Kobayashi has experience working in the Accounting, Finance, and IT Departments of the Company over many years, and has also undertaken management roles as Director in charge of the Administration Department. The Company has judged that with his depth of specialized knowledge and extensive experience, he would continue to fairly and adequately perform audits and supervise the execution of business. Accordingly, the Company proposes him as a candidate for Director who is an Audit & Supervisory Committee Member.</td></tr>
</table>

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
2	Outside Director Masanori Yoneda (July 24, 1950)	Apr. 1974 Joined The Dowa Fire and Marine Insurance Co., Ltd. (currently, Aioi Nissay Dowa Insurance Co., Ltd.) Jun. 2003 Director, Nissay Dowa General Insurance Co., Ltd. (currently, Aioi Nissay Dowa Insurance Co., Ltd.) Apr. 2010 Director and Vice President Executive Officer, Nissay Dowa General Insurance Co., Ltd. Director and Executive Officer, MS&AD Insurance Group Holdings, Inc. Oct. 2010 Director and Vice President Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd. Jun. 2012 Representative Director and Vice President Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd. Representative Director and Executive Officer, MS&AD Insurance Group Holdings, Inc. Apr. 2014 Corporate Advisor, Aioi Nissay Dowa Insurance Co., Ltd. Jun. 2014 Outside Audit & Supervisory Board Member Jun. 2016 Outside Director (an Audit & Supervisory Committee Member) (incumbent)	2,100
	<Reasons for electing Mr. Masanori Yoneda as a candidate for Outside Director> Mr. Masanori Yoneda has broad insights and extensive experience obtained managing an insurance company. The Company has judged that with such strengths, he is expected to continue to fairly and adequately perform audits and supervise the execution of business. Accordingly the Company proposes him as a candidate for Outside Director who is an Audit & Supervisory Committee Member. <Independence> Mr. Masanori Yoneda was formerly the representative director of a non-life insurance company with which the Company has a relationship, the percentage of transactions against consolidated net sales of the insurance company and of the Company is not more than one percent (1%), and there is no business relationship that may impact the decision-making of the Company. There are also no special interests between Mr. Masanori Yoneda and the Company. In addition, more than three (3) years have passed since Mr. Masanori Yoneda resigned the executive officer of the insurance company and of its group. Based on the aforementioned background, the Company has judged that Mr. Masanori Yoneda is an Independent Director who has no conflicts of interest with ordinary shareholders, and has registered him as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. Provided Mr. Masanori Yoneda is appointed Outside Director as proposed, he will continue to be an Independent Director.	

<table>
<tr><th>Candidate number</th><th>Name
(Date of Birth)</th><th>Brief profile, position, responsibility at the Company and significant concurrent positions held</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Outside Director

Nobuyoshi Yamaguchi
(January 20, 1955)</td><td>Apr. 1977 Joined The Kyowa Bank, Ltd.(currently Resona Bank, Ltd.)
Jun. 2003 Executive Officer, Resona Bank, Ltd.
Jun. 2010 Director and Senior Managing Executive Officer, Resona Bank, Ltd.
Apr. 2013 Representative Director, Resona Card Co., Ltd.
Jun. 2014 Outside Director, NAKABAYASHI CO., LTD. (incumbent)
Apr. 2015 Senior Director, TOKYO KANTEI Co., Ltd.
Dec. 2015 Outside Director, S・K・I. CORPORATION (currently Sakai Holdings Co., Ltd.) (incumbent)
Jun. 2016 Outside Director (an Audit & Supervisor Committee Member) (incumbent)
(Significant concurrent position)
Outside Director, NAKABAYASHI CO., LTD.
Outside Director, Sakai Holdings Co., Ltd.</td><td>600</td></tr>
<tr><td colspan="3"><Reasons for electing Mr. Nobuyoshi Yamaguchi as a candidate for Outside Director>
Mr. Nobuyoshi Yamaguchi has broad insights and extensive experience obtained managing a financial institution. The Company has judged that with such strengths, he is expected to continue to fairly and adequately perform audits and supervise the execution of business. Accordingly the Company proposes him as a candidate for Outside Director who is an Audit & Supervisory Committee Member.
<Independence>
Mr. Nobuyoshi Yamaguchi comes from a bank with which the Company has a relationship, the percentage of borrowings from the bank against total assets of the Company is small in amount and the Company is essentially under a non-debt status, and there is no business relationship that may impact the decision-making of the Company. There are also no special interests between Mr. Nobuyoshi Yamaguchi and the Company. In addition, more than three (3) years have passed since Mr. Nobuyoshi Yamaguchi resigned the executive officer of the bank and of its group. Based on the aforementioned background, the Company has judged that Mr. Nobuyoshi Yamaguchi is an Independent Director who has no conflicts of interest with ordinary shareholders, and has registered him as an Independent Director with the Tokyo Stock Exchange, Inc. in conformity with the regulations thereof. Provided Mr. Nobuyoshi Yamaguchi is appointed Outside Director as proposed, he will continue to be an Independent Director.</td></tr>
</table>

Notes:

1. Mr. Masanori Yoneda and Mr. Nobuyoshi Yamaguchi will have served as Outside Director (Audit & Supervisory Committee Member) of the Company for two (2) years at the close of this Annual General Meeting of Shareholders.
2. The Company and each Mr. Masanori Yoneda and Mr. Nobuyoshi Yamaguchi have in place between them an agreement that limits the liability of damages provided in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the said Act. Under this agreement, the liabilities are limited to the extent prescribed by law. If the appointment of Mr. Masanori Yoneda and Mr. Nobuyoshi Yamaguchi is approved, the Company intends to continue the liability limitation agreement with each of them.